

## COMPREHENSIVE EXHIBIT

### Description of Transaction, Agreement for Assignment of Licenses, Parties to Applications, Other Media Interests, and Foreign Ownership Compliance

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## COMPREHENSIVE EXHIBIT

### **Description of Transaction, Agreement for Assignment of Licenses, Parties to Applications, Other Media Interests, and Foreign Ownership Compliance**

This application is one of several concurrently filed FCC Form 314 applications (the “Exit Applications”) seeking the Commission’s consent to implement a Plan of Reorganization for Tribune Company prepared by the Debtors, the Creditors Committee, and certain Lenders, as amended (the “DCL Plan”) by which Tribune Company, Debtor-in-Possession (“Tribune”) and certain of its direct and indirect subsidiaries (collectively, the “Tribune Debtors”) will emerge from bankruptcy as reorganized entities (the reorganized Tribune Company is hereinafter referred to as “Reorganized Tribune”).<sup>1</sup> Specifically, as set forth in Attachment A, the Exit Applications seek Commission approval for the assignment of each of the licenses of Tribune from the Tribune debtor-in-possession licensee subsidiary identified for each license as the “Assignor” to the proposed licensee subsidiary of Reorganized Tribune identified for each license as the “Assignee.” Prior to the consummation of the Exit Applications, the Tribune assignor subsidiaries will have acquired the licenses to be assigned pursuant to an internal reorganization of Tribune’s subsidiaries for which Form 316 applications for *pro forma* changes in ownership will be filed shortly.<sup>2</sup>

Tribune proposes, through the DCL Plan, to cancel certain existing debt and, in exchange, to provide certain of its creditors and/or their affiliates and/or designees with stock or warrants to acquire stock in Reorganized Tribune. Upon the company’s emergence from bankruptcy, virtually all of the stock of Reorganized Tribune will be distributed to these creditors and/or their affiliates and/or designees. Neither any single entity nor any group of commonly controlled entities will have a controlling interest.

This revised Comprehensive Exhibit amends the pending Exit Applications in the following principal respects:

1. **Plan of Reorganization:** Tribune is providing, as Attachment H, a copy of the current amended DCL Plan dated as of February 20, 2012. The DCL Plan is the only plan that the U.S. Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) is expected to authorize for re-solicitation of voting and for consideration at a confirmation hearing scheduled for May 16-17, 2012.
2. **Restructuring Transactions:** Tribune is amending the Exit Applications to reflect that *pro forma* assignment and *pro forma* transfer of control

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<sup>1</sup> See Attachment A for a list of Tribune broadcast licensees for which Exit Applications on FCC Form 314 have been filed and are pending. In addition, applications to assign Tribune’s non-broadcast licenses were filed concurrently with the FCC Form 314 Exit Applications and are also pending. See Attachment B.

<sup>2</sup> Tribune anticipates that these Form 316 applications will be filed in late April or early May, following the filing of Exhibit 5.2 to the DCL Plan describing the Tribune internal restructuring transactions.

applications will be filed on FCC Form 316 (the “Restructuring Applications”) for the assignment or transfer of certain of Tribune’s broadcast licenses from a current Tribune licensee subsidiary to a different Tribune licensee subsidiary (collectively the “Restructuring Transactions”).

3. **Ownership Information:** Tribune is providing updated information on the attributable principals of Tribune and for other parties to the Exit Applications, together with updated information on the attributable media holdings of those parties and their principals.
4. **Supplement to Media Ownership Waiver Requests:** Tribune is supplementing its pending requests for waiver of certain Commission media ownership rules (as listed in Attachment F hereto) with updated information.

The features of the DCL Plan that relate to the Commission’s processing of the Exit Applications and grant of the Commission’s consent for Tribune to emerge from bankruptcy are fundamentally unchanged from the description of Tribune’s plan of reorganization described in the Exit Applications as initially filed. Specifically, the DCL Plan, like the initial Plan, continues to propose the use of New Warrants to address any issue that might arise under the foreign ownership rules and the use of Class B Stock with limited voting rights to address any issue that might arise under the Commission’s media ownership rules. The differences between the DCL Plan and the initially filed plan of reorganization relate principally to provisions for the treatment of litigation matters and the allocation of certain distributions among creditors that are unrelated to the Commission’s review of the Exit Applications.

The amended ownership information submitted with this amendment does not change in any significant respect the proposed ownership structure set forth in the Exit Applications as initially filed. JPMorgan Chase & Co. (“JPMC”),<sup>3</sup> Angelo, Gordon & Co. L.P. (“Angelo Gordon”), and Oaktree Tribune, L.P. (“Oaktree”) each will have an attributable ownership interest in Reorganized Tribune, either directly or through one or more subsidiaries and/or affiliates, consisting of a five percent or greater voting stock interest. These three attributable shareholders will have voting stock interests of approximately 8%, 9%, and 22%, respectively.<sup>4</sup> The remaining approximately 61% of the voting rights in Reorganized Tribune will be widely distributed among a large group of shareholders, none of which will hold an attributable interest in Reorganized Tribune.<sup>5</sup>

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<sup>3</sup> As used herein, the term “JPMorgan” will be used to refer to JPMC, as well as JPMorgan Chase Bank, N.A. (“JPMB”) and certain other subsidiaries of JPMC. The manner in which JPMorgan will hold its interest in Reorganized Tribune is described in Attachment C, Section 6 of this Comprehensive Exhibit.

<sup>4</sup> As explained below, the percentages set forth herein are based on certain assumptions, and the exact ownership percentages of Reorganized Tribune’s voting stock that individual entities will hold cannot be determined until Reorganized Tribune emerges from bankruptcy. See Attachment C, Section 1, of this Comprehensive Exhibit.

<sup>5</sup> As explained below, creditors who did not submit a media ownership certification cannot receive an attributable ownership interest in Tribune at emergence unless they can demonstrate compliance with the media ownership rules or are disclosed as parties to the Exit Applications.

The Restructuring Transactions will be consummated following the Commission's grant of the Exit Applications, but prior to Tribune's emergence from bankruptcy.<sup>6</sup> Because the Restructuring Transactions are *pro forma* in nature, the amendment to reflect the new Tribune assignors and assignees under the Exit Applications does not materially alter the nature of the reorganization as proposed in the Exit Applications. *See* Section I(C) and Attachment A hereto; *see also* Attachment G (revised organizational chart for Reorganized Tribune, reflecting the changes that will be proposed in the Restructuring Transactions).

The amended media ownership waiver requests submitted with this amendment also do not change in any material respect the information set forth in the Exit Applications as initially filed. The Exit Applications as initially filed fully demonstrated that Tribune is entitled to the requested media ownership waivers under any of the alternative waiver standards that the Commission might apply to this transaction. The amendments provide updated factual details reflecting operational changes since the initial filing of the Exit Applications and confirming that grant of the requested media ownership waivers will serve the public interest.

## **I. DESCRIPTION OF THE TRANSACTION**

### **A. The Applicants**

Tribune operates businesses in broadcasting, interactive media, and publishing, and has been a broadcasting pioneer since 1924, when WGN(AM), Chicago, signed on the air.<sup>7</sup> The company currently owns and operates 23 full-service commercial television stations, including WGN-TV, Chicago, and WPIX(TV), New York, both of which Tribune put on the air in 1948, as well as one full-power satellite station.<sup>8</sup>

Tribune is also the nation's third largest newspaper publisher in total circulation. In addition to the *Chicago Tribune*, first published in 1847, Tribune publishes seven other major-market daily newspapers, including the *Los Angeles Times*, *The Baltimore Sun*, the Ft. Lauderdale-based *Sun Sentinel*, the *Orlando Sentinel*, the *Hartford Courant*, *The Morning Call* (Allentown, Pennsylvania), and the *Daily Press* (Newport News, Virginia). From March 2000 until July 2008, Tribune indirectly owned a 100% interest in *Newsday*,

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<sup>6</sup> In the Exit Applications as initially filed, Tribune noted that its plan of reorganization would provide for transactions to change the organizational structure of its subsidiaries and stated that, if Tribune should determine to enter into such transactions while the Exit Applications are pending, it would amend the Exit Applications and/or file separate applications for *pro forma* transfer or assignment to obtain any necessary authority for any changes affecting the Tribune licensee subsidiaries. Tribune anticipates that these Form 316 applications will be filed in late April or early May, following the filing of Exhibit 5.2 to the DCL Plan describing the Restructuring Transactions.

<sup>7</sup> In 2007, control of Tribune and its subsidiary licensees was transferred from the company's public shareholders to the Tribune Employee Stock Ownership Plan, as implemented through the Tribune Employee Stock Ownership Trust, EGI-T.R.B., L.L.C., and Mr. Samuel Zell. *See Shareholders of Tribune Co.*, 22 FCC Rcd 21266 (2007).

<sup>8</sup> WTTK(TV), Kokomo, Indiana, is operated as a satellite station of WTTV(TV), Bloomington, Indiana.

a daily newspaper serving Long Island, New York. In July 2008, Tribune contributed substantially all of the assets and liabilities related to its *Newsday* operations to Newsday Holdings, LLC, a limited liability company formed by Tribune and Cablevision Systems Corporation. As a result of this transaction, Tribune retains an approximate 3% indirect equity interest in the parent company of the publisher of *Newsday*.

## **B. The Bankruptcy and Proposed Reorganization**

The downturn in the newspaper publishing and broadcasting industries in the two years preceding the filing of the Exit Applications had an adverse impact on Tribune. Like many of its newspaper and broadcasting peers, Tribune experienced a severe decline in advertising revenues during the economic recession. As a result, Tribune in 2008 faced growing constraints on its liquidity and increasing difficulties in servicing its debts.

On December 8, 2008, Tribune and certain of its subsidiaries submitted voluntary petitions for relief under chapter 11 of title 11 of the United States Code to the Bankruptcy Court, seeking to reorganize under Chapter 11 of the Bankruptcy Code. *See In re Tribune Company et al.*, Case No. 08-13141 (Chapter 11) (Bankr. D. Del.) (jointly administered). In addition to the petitions, Tribune filed various requests for relief on December 8, 2008, which were granted on December 10, 2008. Tribune subsequently filed a series of FCC Form 316 involuntary *pro forma* applications to assign the broadcast licenses held by certain Tribune subsidiaries to those same subsidiaries operating as debtors-in-possession and to reflect control of those subsidiaries by Tribune as a debtor-in-possession.<sup>9</sup> On January 8, 2009, the Commission granted the involuntary *pro forma* assignment applications. Tribune and its subsidiaries have continued to operate in the

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<sup>9</sup> WPIX, Inc.: WPIX(TV), New York, NY, BALCT-20081217ACB; Tribune Television Northwest, Inc.: KCPQ(TV), Tacoma, WA, BALCT-20081217ACG; K25CG, Aberdeen, WA, BALTT-20081217ACH; K42CM, Centralia/Chehalis, WA, BALTT-20081217ACI; K54DX, Ellensburg/Kitikias, WA, BALTTL-20081217ACJ; K64ES, Chelan, WA, BALTTL-20081217ACK; Tribune Television Company: KDAF(TV), Dallas, TX, BALCT-20081217ACP; WTIC-TV, Hartford, CT, BALCT-20081217ACQ; WPMT(TV), York, PA, BALCT-20081217ACR; WPHL-TV, Philadelphia, PA, BALCT-20081217ACS; WXIN(TV), Indianapolis, IN, BALCT-20081217ACT; KIAH Inc.: KIAH(TV), Houston, TX, BALCT-20081217ACX; Tribune Television Holdings, Inc.: KZJO(TV) (formerly KMYQ(TV)), Seattle, WA, BALCT-20081217ADC; K25CH, North Bend, WA, BALTT-20081217ADD; K29ED, Everett, WA, BALTT-20081217ADE; WXMI(TV), Grand Rapids, MI, BALCT-20081217ADF; W42CB, Hesperia, MI, BALTT-20081217ADG; W52DB, Muskegon, MI, BALTT-20081217ADH; KPLR, Inc.: KPLR-TV, St. Louis, MO, BALCT-20081217ADL; Tribune Broadcast Holdings, Inc.: KRCW-TV, Salem, OR, BALCT-20081217ADP; K20ES, Pendleton, etc., OR, BALTTL-20081217ADQ; K20ES, Pendleton, etc., OR, BALTTL-20081217ADQ; K24DX, Pendleton, etc., OR, BALTT-20081217ADR; KRCW-LP, Portland, OR, BALTVL-20081217ADS; KRCW-LP, Portland, OR, BALTVL-20081217ADS; WTTK(TV), Kokomo, IN, BALCT-20081217ADT; WTTV(TV), Bloomington, IN, BALCT-20081217ADU; KSWB Inc., KSWB-TV, San Diego, CA, BALCT-20081217ADY; KTLA Inc.: KTLA(TV), Los Angeles, CA, BALCT-20081217AEE; Channel 40, Inc.: KTXL(TV), Sacramento, CA, BALCT-20081217AEJ; KWGN Inc.: KWGN-TV, Denver, CO, BALCT-20081217AEK; WDCW Broadcasting, Inc.: WDCW(TV), Washington, DC, BALCT-20081217AEO; W51CY, Chambersburg, PA, BALTT-20081217AEP; WGN Continental Broadcasting Company: WGN(AM), Chicago, IL, BAL-20081217AEU; WGN-TV, Chicago, IL, BALCT-20081217AEV; Tribune Television New Orleans, Inc.: WGNO(TV), New Orleans, LA, BALCT-20081217AEY; WNOL-TV, New Orleans, LA, BALCT-20081217AEZ; Channel 39, Inc.: WSFL-TV, Miami, FL, BALCT-20081217AFB; WCCT, Inc. (formerly WTXN Inc.): WCCT-TV (formerly WTXN(TV)), Waterbury, CT, BALCT-20081217AFE.

ordinary course during the Chapter 11 process, and the organizational structure of the Tribune Debtors holding broadcast licenses thus far has not changed as a result of the bankruptcy proceeding. Subject to the supervision of the Bankruptcy Court, Tribune's affairs continue to be governed by its ten-member Board of Directors.

On April 12, 2010, Tribune submitted a plan of reorganization to the Bankruptcy Court and submitted the Exit Applications to the Commission on April 28, 2010, with respect to such plan. On October 22, 2010, Tribune, The Official Committee of Unsecured Creditors, certain investment funds and accounts managed by Oaktree Capital Management, L.P. and/or its affiliates ("Oaktree"); Angelo, Gordon & Co., L.P. and/or its affiliates ("Angelo Gordon"); and JPMorgan Chase Bank, N.A., filed a successor Joint Plan of Reorganization with the Bankruptcy Court, which was subsequently amended on November 23, 2010, February 3, 2011, April 5, 2011, April 26, 2011, and February 20, 2012. Other creditors of Tribune filed competing plans of reorganization, as permitted under the Bankruptcy Code. The Bankruptcy Court approved various disclosure statements with respect to such competing plans, approved the process by which creditors could vote to accept or reject such competing plans, scheduled and held confirmation hearings, and scheduled and received pre-hearing and post-hearing briefing.

On October 31, 2011, the Bankruptcy Court issued an order by which it declined to confirm either of the plans of reorganization then pending before it, but identified specific provisions of the DCL Plan that, if amended, would make the DCL Plan confirmable. Tribune and its co-proponents amended the DCL Plan to address the concerns expressed in the Bankruptcy Court's October 31, 2011, order and moved for the Bankruptcy Court to authorize the re-solicitation of votes from certain classes of Tribune's creditors as to certain of the Tribune Debtors so as to permit the DCL Plan to move forward toward confirmation. The proponents of the competing plan of reorganization did not submit amendments or modifications to their plan. The Bankruptcy Court has now announced a schedule for the resolution of the remaining bankruptcy issues and the solicitation of votes on the confirmation of the DCL Plan with a confirmation hearing scheduled for May 16-17, 2012.

Changes between the plan of reorganization initially submitted to the Commission on April 28, 2010 with the Exit Applications, and the amended DCL Plan submitted with this amendment relate principally to provisions on the treatment of litigation matters and the allocation of certain distributions among creditors that are unrelated to the Exit Applications. Plan provisions relating to the Exit Applications, such as the issuance and distribution of New Class A Common Stock, New Class B Common Stock and New Warrants to creditors, and the procedures relating to Media Ownership Certification and Foreign Ownership Certification, remain essentially unchanged. Pursuant to the DCL Plan, the Tribune Debtors will emerge from bankruptcy on the date that the Plan becomes effective (the "Effective Date"). The necessary approvals of the FCC, including the Form 316 approval of the Restructuring Applications and approval of the Exit Applications, are conditions to the DCL Plan's becoming effective. Under the DCL Plan, the Restructuring Transactions involving entities that will submit Restructuring Applications to the Commission are to be consummated following receipt of Commission approval of both the Restructuring Applications and the Exit Applications.

On the Effective Date, which will occur following the consummation of the Restructuring Transactions, Tribune will cancel and extinguish its existing common stock, and Reorganized Tribune will issue new common stock (the “New Common Stock”). The Plan provides that a substantial portion of Tribune’s existing debt will be cancelled and certain of Tribune’s creditors will receive, among other things, New Common Stock. Virtually all of the New Common Stock will be issued to Tribune’s creditors and/or their affiliates and/or designees at the time of emergence.<sup>10</sup> No single entity or group of affiliated entities will have a controlling interest in Reorganized Tribune.

As discussed in more detail in Section III, the Plan authorizes Reorganized Tribune to issue two classes of New Common Stock, one of which will be standard voting stock (the “New Class A Common Stock”) and the other of which will have limited voting rights that are designed to correspond to standard investor protections (the “New Class B Common Stock”).<sup>11</sup> Also, as explained in Section V, Reorganized Tribune will issue warrants to acquire New Common Stock to certain entities if necessary to ensure compliance with the Commission’s foreign ownership limitations. The DCL Plan also provides that the board of directors of Reorganized Tribune will determine when after the Effective Date to list the New Class A Common Stock for trading on either the New York Stock Exchange or NASDAQ stock market.<sup>12</sup>

As of the Effective Date, the Board of Directors of Reorganized Tribune will have seven members.<sup>13</sup> Each officer and director will possess the requisite qualifications to hold an attributable interest in a broadcast licensee. In addition, each member of the initial Board, other than Reorganized Tribune’s chief executive officer (if he or she

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<sup>10</sup> A small amount (up to 5%) of New Common Stock may be reserved for issuance after the Effective Date to Tribune’s directors, officers and employees in connection with a new equity incentive plan. In addition, a limited number of unsecured creditors that elected to receive New Common Stock will not receive their distributions until after their claims are “allowed,” which may occur after the Effective Date.

<sup>11</sup> The economic value of each share of New Common Stock will be equal at the time of emergence. Each class of New Common Stock will be convertible into the other class, upon a determination by Reorganized Tribune that such conversion would be consistent with the Commission’s rules. The conversion rights will be set forth in and limited by the Certificate of Incorporation of Reorganized Tribune and the Bylaws of Reorganized Tribune.

<sup>12</sup> If the New Class A Common Stock is not listed within twelve months after the Effective Date of the DCL Plan, any of Angelo Gordon, JPMorgan and Oaktree holding at least 5% of the outstanding New Class A Common Stock at the time may exercise its right to demand registration in accordance with the terms of a Registration Rights Agreement.

<sup>13</sup> Pursuant to the DCL Plan, Angelo Gordon and JPMorgan each will designate one member of the initial board who will serve for a three-year term; Oaktree will designate two members of the initial board, one of whom will serve for a three-year term and the other for a two-year term. In addition, Oaktree, Angelo Gordon, and JPMorgan jointly will designate two members of the initial board by majority consent, both of whom will serve for one-year terms. The Chief Executive Officer of Tribune will be the seventh member of the board, assuming that his or her employment agreement so provides.

serves on the board) will serve either a one, two or three year term (as described in the Plan and Reorganized Tribune's Certificate of Incorporation) and will be subject to re-election based on a shareholder vote pursuant to the terms of Reorganized Tribune's Certificate of Incorporation, Bylaws, and applicable law.

### **C. Proposed FCC License Assignments**

The applicants seek Commission consent to assign each of their broadcast licenses from the then-current licensee operating as a debtor-in-possession after consummation of the Restructuring Transactions to the same licensee, as reorganized pursuant to the Chapter 11 process.<sup>14</sup> Attachment A hereto lists the specific assignments for which authority is requested and the corresponding licenses and/or permits held by each licensee. The amended listing in Attachment A of the assignor and the assignee for each of the licenses to be assigned reflects that the transactions proposed in the Restructuring Applications will be consummated prior to the consummation of the Exit Applications and the consequent emergence of Tribune and the Tribune Debtors from bankruptcy.

## **II. AGREEMENTS FOR THE PROPOSED ASSIGNMENTS**

A copy of the DCL Plan, as amended and as submitted to the Bankruptcy Court on February 20, 2012, is being filed as Attachment H to the Exit Application for WGN Continental Broadcasting Company, licensee of WGN(AM) and WGN-TV, Chicago, Illinois, and is being incorporated herein by reference. This filing, together with the confirmation order of the Bankruptcy Court when it is issued, will contain or describe the principal operative documents for Tribune's emergence from bankruptcy. Emergence from bankruptcy will involve a large number of transaction documents, including notices, agreements, state and federal filings, and other documents related to creditor claims and other aspects of the Plan that are unrelated to the Commission's concerns. The documents relating to the bankruptcy proceeding generally are available to the public through the Bankruptcy Court.<sup>15</sup>

## **III. PARTIES TO THE APPLICATION**

The capital stock of Reorganized Tribune will be widely held, and a majority of the shares will be held by entities that will own less than 5% of the New Class A Common Stock and thus will fall below the Commission's applicable attribution threshold. As discussed above, JPMorgan, Angelo Gordon, and Oaktree each will own,

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<sup>14</sup> See Note 2, *supra*.

<sup>15</sup> See *LUJ, Inc. and Long Nine, Inc.*, 17 FCC Rcd 16980 (2002). Epiq Bankruptcy Solutions, LLC offers a list on its website of the publicly available filings in the Tribune bankruptcy docket as a service to the public. The list is available at <http://chapter11.epiqsystems.com/tribune> (last visited March 14, 2012). The website is not, however, the website of the United States Bankruptcy Court and does not purport to contain the complete, official record of the Bankruptcy Court. All documents filed with the Bankruptcy Court are available for inspection at the office of the Clerk of the Bankruptcy Court during its normal business hours or may be accessed online for a fee via PACER at: <http://www.deb.uscourts.gov>.



directly or through affiliates, 5% or more of the New Class A Common Stock and, accordingly, will be deemed to hold attributable interests in Reorganized Tribune. The DCL Plan provides for the issuance of non-attributable Class B stock to ensure that only entities that submitted media ownership certifications by the deadline set by the Bankruptcy Court and that are disclosed as parties in the Exit Applications receive 5% or more of the New Class A Common Stock at emergence. Aside from JPMorgan, Angelo Gordon, and Oaktree, no entities submitted media ownership certifications by that deadline. Accordingly, no other entity is entitled to receive an attributable interest in Reorganized Tribune. Attachments C, D, and E hereto provide detailed information on the ownership and any other media interests of JPMorgan, Angelo Gordon, and Oaktree.

As noted above, the Plan of Reorganization authorizes Reorganized Tribune to issue both New Class A Common Stock, which will be standard voting common stock, and New Class B Common Stock, which will have limited voting rights designed to correspond to standard investor protections and which, the applicants submit, should be treated as non-cognizable under the Commission's rules.<sup>16</sup> The protections that will be accorded to the holders of the New Class B Common Stock are consistent with those the Commission has found do not rise to the level of attributable influence.<sup>17</sup> Accordingly, for purposes of determining which entities will hold an attributable interest in

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<sup>16</sup> Specifically, the Certificate of Incorporation of Reorganized Tribune will provide that the holders of New Class B Common Stock will be entitled to vote as a separate class on any amendment, repeal, or modification of any provision of the Restated Certificate that adversely affects the rights of the New Class B Common Stock in a manner different from the rights of the New Class A Common Stock. In addition, the holders of New Class B Common Stock will be entitled to vote together with the holders of the New Class A Common Stock on the following non-ordinary course transactions to the extent that these matters are submitted to a vote of the holders of New Class A Common Stock: (i) any authorization of, or increase in the number of authorized shares of, any class of capital stock ranking *pari passu* with or senior to the New Class A Common Stock or New Class B Common Stock as to dividends or liquidation preference, including with respect to an increase in the number of shares of New Class A Common Stock or New Class B Common Stock; (ii) any amendment to the Restated Certificate of Incorporation or the Bylaws of Reorganized Tribune; (iii) any amendment to any stockholders or comparable agreement; (iv) any sale, lease or other disposition of all or substantially all of the assets of Reorganized Tribune through one or more transactions; (v) any recapitalization, reorganization, share exchange, consolidation or merger of Reorganized Tribune or its capital stock; (vi) any issuance or entry into an agreement for the issuance of capital stock (or any options or other securities convertible into capital stock) of Reorganized Tribune, including any stock option or stock incentive plan; (vii) any redemption, purchase or other acquisition by Reorganized Tribune of any of its capital stock (except for purchases from employees upon termination of employment); and (viii) any liquidation, dissolution, distribution of assets or winding-up of Reorganized Tribune. Holders of New Class B Common Stock will not be entitled to vote for members of the Board of Directors of Reorganized Tribune.

<sup>17</sup> See, e.g., *Shareholders of Hispanic Broadcasting Corporation and Univision Communications, Inc.*, 18 FCC Rcd 18834, 18849-18850 (2003) ("[T]he Commission has consistently held that a nonvoting shareholder's approval rights over fundamental corporate matters are permissible investor protections that neither restrict a corporation's discretion or rise to the level of attributable influence."); *Paxson Management Corporation and Lowell W. Paxson*, 22 FCC Rcd 22224, 22231-32 (2007) ("Permitting a certain level of minority investor protection without implicating the multiple ownership rules is generally in the public interest because it encourages investment in broadcast properties, and thus enhances the ability of stations to provide better programming to the public.").

Reorganized Tribune upon emergence, shares of the New Class B Common Stock are not cognizable under the Commission's media ownership attribution rules.

#### **IV. REQUEST FOR "PERMIT-BUT-DISCLOSE" STATUS**

The Commission previously has accorded these proceedings "permit-but-disclose" status under the Commission's *ex parte* rules. *See* 47 C.F.R. § 1.1200 *et seq.* Accordingly, the permit-but-disclose *ex parte* procedures applicable to non-restricted proceedings under the Commission's rules govern its consideration of the Exit Applications. *See* 47 C.F.R. § 1.1206.

#### **V. COMPLIANCE WITH MEDIA OWNERSHIP RULES**

Attachment A and Attachment D describe Tribune's attributable broadcast interests. As explained in Attachment D, Tribune, through its subsidiaries, currently holds seven media combinations in six markets pursuant to waivers previously granted by the Commission, including (1) attributable interests in certain daily newspapers of general circulation in the same market as certain of its broadcast stations; (2) a television station operated as a "satellite" station; and (3) two television stations in a market in which a duopoly would not otherwise have been permitted. Attachment F lists and describes the waivers sought by Tribune, together with the Tribune broadcast licensee subsidiary (or subsidiaries) and broadcast station (or stations) for which each waiver is requested. Grant of the waivers would permit Reorganized Tribune to retain those combinations upon emergence from bankruptcy and consummation of the transactions described in the Exit Applications.

Attachment C describes the parties to the Exhibit Applications, including the proposed attributable shareholders of Reorganized Tribune. Attachment E describes any attributable media interests of the proposed shareholders of Reorganized Tribune: JPMorgan, Angelo Gordon, and Oaktree, as well as other attributable interests of Tribune, its officers and directors, and the officers and directors of its subsidiaries. As shown by Attachment E, the consummation of the Exit Applications will comport with the Commission's media ownership rules, assuming receipt of the requested waivers.

#### **VI. COMPLIANCE WITH FOREIGN OWNERSHIP AND CONTROL PROVISIONS**

The applicants are implementing a plan to ensure that Reorganized Tribune will be in compliance with Section 310(b) of the Communications Act of 1934, as amended, (the "Communications Act") upon its emergence from bankruptcy. First, pursuant to the DCL Plan, each Claim Holder eligible to receive stock in Reorganized Tribune will be required to certify the amount of its foreign ownership, calculated both as a percentage of voting rights and as a percentage of equity, prior to Tribune's emergence from bankruptcy.<sup>18</sup> The executed certifications will enable the applicants to determine the

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<sup>18</sup> Any Claim Holder that fails to provide the required certification or that does not do so to the satisfaction of Tribune will be deemed to be 100% foreign owned and controlled for purposes of the applicants' foreign ownership analysis and compliance plan. A category of claimants (*e.g.* "Other Parent Claimants") may be deemed foreign owned without the submission of a foreign ownership certification, with any New Common

aggregate percentage of foreign ownership that would be present in the company upon emergence, assuming that all Claim Holders eligible to receive stock in Reorganized Tribune were to receive their interests wholly in the form of New Common Stock.

If the analysis reveals that the aggregate level of foreign ownership would be more than 25%, then Reorganized Tribune will issue warrants to purchase New Common Stock (“New Warrants”), New Common Stock, or a combination of New Common Stock and New Warrants to those Claim Holders with foreign ownership that exceeds 25%, on either a voting or an equity basis, as necessary to ensure that the foreign ownership of the holders of the New Common Stock will be in compliance with the foreign ownership limitations. Consistent with longstanding Commission precedent, warrants and other types of future ownership interests are not relevant to the agency’s foreign ownership calculations until they are exercised.<sup>19</sup> If, however, the analysis based on the foreign ownership certifications reveals that the aggregate level of foreign ownership in Reorganized Tribune upon emergence would be less than the 25% threshold permitted under Section 310(b), then it will not be necessary for Reorganized Tribune to issue any New Warrants in lieu of New Common Stock upon the Tribune Debtors’ emergence from bankruptcy.

Once the Exit Applications have been consummated, Reorganized Tribune will have mechanisms in place to ensure that it will remain in compliance with the Commission’s foreign ownership restrictions. First, as will be set forth in the form of warrant, warrant holders will be permitted to exercise New Warrants only if such exercise would not violate the Communications Act or Commission rules or policies. Second, Reorganized Tribune’s Certificate of Incorporation will give Reorganized Tribune the authority to prohibit the ownership of New Common Stock if such ownership would be inconsistent with either the Communications Act or Commission rules or policies.

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Stock received by such claimants being treated as entirely foreign owned and controlled in assessing compliance.

<sup>19</sup> See, e.g., *Univision Holdings, Inc.*, 7 FCC Rcd 6672, 6674 (1992), *recon. denied*, 8 FCC Rcd 3931 (1993) (*citing WWOR-TV, Inc.*, 6 FCC Rcd 6569, 6572 n.13 (1991)) (“We have ruled that convertible instruments are not relevant to our determinations until converted. . . .”); see also *BBC License Subsidiary, L.P.*, 10 FCC Rcd 10968 (1995).

**ATTACHMENT A: TRIBUNE BROADCAST INTERESTS AND LICENSEE  
SUBSIDIARIES**

<b>Licensee at the Filing of the Exit Applications</b>	<b>Assignor under Amended Exit Applications</b>	<b>Assignee under Amended Exit Applications</b>	<b>Call Sign and FCC ID</b>	<b>Community of License</b>
Tribune Television Northwest, Inc., Debtor-in-Possession (Assignor)	KCPQ, LLC, Debtor-in- Possession (Assignor)	KCPQ, LLC (Assignee)	KCPQ(TV) (33894)	Tacoma, WA
			K25CG-D <sup>1</sup> (33898)	Aberdeen, WA
			K42CM-D <sup>2</sup> (33895)	Centralia, etc., WA
			K07ZC-D <sup>3</sup> (33896)	Ellensburg- Kittitas, WA
			K28KJ-D <sup>4</sup> (33899)	Chelan, WA
Channel 40, Inc., Debtor-in-Possession (Assignor)	KTXL, LLC, Debtor-in- Possession (Assignor)	KTXL, LLC (Assignee)	KTXL(TV) (10205)	Sacramento, CA
KIAH Inc., Debtor- in-Possession (Assignor)	KIAH, LLC, Debtor-in- Possession (Assignor)	KIAH, LLC (Assignee)	KIAH(TV) (23394)	Houston, TX
KSWB Inc., Debtor- in-Possession (Assignor)	KSWB, LLC, Debtor- in-Possession (Assignor)	KSWB, LLC (Assignee)	KSWB-TV (58827)	San Diego, CA
KTLA Inc., Debtor- in-Possession (Assignor)	KTLA, LLC, Debtor-in- Possession (Assignor)	KTLA, LLC (Assignee)	KTLA(TV) (35670)	Los Angeles, CA
Tribune Television Holdings, Inc., Debtor-in-Possession (Assignor)	KZJO, LLC, Debtor-in- Possession (Assignor)	KZJO, LLC (Assignee)	KZJO(TV) (formerly KMYQ(TV)) (69571)	Seattle, WA

<sup>1</sup> Call sign change reflecting digital conversion.

<sup>2</sup> Call sign change reflecting digital conversion.

<sup>3</sup> Call sign change reflecting digital conversion.

<sup>4</sup> Call sign change reflecting digital conversion.

<b>Licensee at the Filing of the Exit Applications</b>	<b>Assignor under Amended Exit Applications</b>	<b>Assignee under Amended Exit Applications</b>	<b>Call Sign and FCC ID</b>	<b>Community of License</b>
			K25CH-D <sup>5</sup> (69575)	Centralia, WA
			K29ED-D <sup>6</sup> (69574)	Everett, WA
Tribune Television Holdings, Inc., Debtor-in-Possession (Assignor)	WXMI, LLC, Debtor-in-Possession (Assignor)	WXMI, LLC (Assignee)	WXMI(TV) (68433)	Grand Rapids, MI
			W42CB-D <sup>7</sup> (64440)	Hesperia, MI
			W17DF-D <sup>8</sup> (64442)	Muskegon, MI
Tribune Television Company, Debtor-in-Possession (Assignor)	KDAF, LLC, Debtor-in-Possession (Assignor)	KDAF, LLC (Assignee)	KDAF(TV) (22201)	Dallas, TX
Tribune Television Company, Debtor-in-Possession (Assignor)	WTIC, LLC, Debtor-in-Possession (Assignor)	WTIC, LLC (Assignee)	WTIC-TV (147)	Hartford, CT
Tribune Television Company, Debtor-in-Possession (Assignor)	WPMT, LLC, Debtor-in-Possession (Assignor)	WPMT, LLC (Assignee)	WPMT(TV) (10213)	York, PA
Tribune Television Company, Debtor-in-Possession (Assignor)	WPHL, LLC, Debtor-in-Possession (Assignor)	WPHL, LLC (Assignee)	WPHL-TV (73879)	Philadelphia, PA
Tribune Television Company, Debtor-in-Possession (Assignor)	WXIN, LLC, Debtor-in-Possession (Assignor)	WXIN, LLC (Assignee)	WXIN(TV) (146)	Indianapolis, IN

<sup>5</sup> Call sign change reflecting digital conversion.

<sup>6</sup> Call sign change reflecting digital conversion.

<sup>7</sup> Call sign change reflecting digital conversion..

<sup>8</sup> Call sign change reflecting digital conversion. (Formerly W52DB-D)

<b>Licensee at the Filing of the Exit Applications</b>	<b>Assignor under Amended Exit Applications</b>	<b>Assignee under Amended Exit Applications</b>	<b>Call Sign and FCC ID</b>	<b>Community of License</b>
Tribune Broadcast Holdings, Inc., Debtor-in-Possession ( <i>Assignor</i> )	KRCW, LLC, Debtor-in-Possession ( <i>Assignor</i> )	KRCW, LLC ( <i>Assignee</i> )	KRCW-TV (10192)	Salem, OR
			[K13ZE] <sup>9</sup> (129666)	Prineville, OR
			K20ES (12671)	Pendleton, etc., OR
			K24DX (12678)	Pendleton, etc., OR
			KRCW-LP (35151)	Portland, OR
Tribune Broadcast Holdings, Inc., Debtor-in-Possession ( <i>Assignor</i> )	WTTV, LLC, Debtor-in-Possession ( <i>Assignor</i> )	WTTV, LLC ( <i>Assignee</i> )	WTTV(TV) (56523)	Bloomington, IN
			WTTK(TV) <sup>10</sup> (56526)	Kokomo, IN
WGN Continental Broadcasting Company, Debtor-in-Possession ( <i>Assignor</i> )	WGN Continental Broadcasting Company, LLC, Debtor-in-Possession ( <i>Assignor</i> )	WGN Continental Broadcasting Company, LLC ( <i>Assignee</i> )	WGN(AM) (72114)	Chicago, IL
			WGN-TV (72115)	Chicago, IL
Channel 39, Inc., Debtor-in-Possession ( <i>Assignor</i> )	WSFL, LLC, Debtor-in-Possession ( <i>Assignor</i> )	WSFL, LLC ( <i>Assignee</i> )	WSFL-TV (10203)	Miami, FL
KWGN Inc., Debtor-in-Possession ( <i>Assignor</i> )	KWGN, LLC, Debtor-in-Possession ( <i>Assignor</i> )	KWGN, LLC ( <i>Assignee</i> )	KWGN-TV (35883)	Denver, CO
Tribune Television New Orleans, Inc., Debtor-in-Possession ( <i>Assignor</i> )	Tribune Broadcasting New Orleans, LLC, Debtor-in-Possession ( <i>Assignor</i> )	Tribune Broadcasting New Orleans, LLC ( <i>Assignee</i> )	WGNO(TV) (72119)	New Orleans, LA
			WNOL-TV (54280)	New Orleans, LA
WPIX, Inc., Debtor-in-Possession ( <i>Assignor</i> )	WPIX, LLC, Debtor-in-Possession ( <i>Assignor</i> )	WPIX, LLC ( <i>Assignee</i> )	WPIX(TV) (73881)	New York, NY

<sup>9</sup> Construction permit surrendered for cancellation on August 8, 2011.

<sup>10</sup> Tribune Broadcast Holdings, Inc. operates WTTK(TV), Kokomo, Indiana, as a satellite of WTTV(TV), Bloomington, Indiana. *See Shareholders of Tribune Co., supra*, 22 FCC Rcd at 21284-21286.

<b>Licensee at the Filing of the Exit Applications</b>	<b>Assignor under Amended Exit Applications</b>	<b>Assignee under Amended Exit Applications</b>	<b>Call Sign and FCC ID</b>	<b>Community of License</b>
WDCW Broadcasting, Inc., Debtor-in-Possession ( <i>Assignor</i> )	WDCW, LLC, Debtor-in-Possession ( <i>Assignor</i> )	WDCW, LLC ( <i>Assignee</i> )	WDCW(TV) (30576)	Washington, DC
			[W51CY] <sup>11</sup> (64680)	Chambersburg, PA
WCCT, Inc., Debtor-in-Possession (formerly named WTXX Inc.) ( <i>Assignor</i> )	WCCT, LLC, Debtor-in-Possession ( <i>Assignor</i> )	WCCT, LLC ( <i>Assignee</i> )	WCCT-TV (formerly WTXX(TV) (14050)	Waterbury, CT
KPLR, Inc., Debtor-in-Possession ( <i>Licensee</i> ), a subsidiary of Tribune Broadcasting Company ( <i>Transferor</i> )	KPLR, Inc., Debtor-in-Possession ( <i>Assignor in Exit Applications</i> ), a subsidiary of Tribune Broadcasting Company, LLC, ( <i>Transferee in Restructuring Applications</i> )	KPLR, Inc., a subsidiary of Tribune Broadcasting Company, LLC ( <i>Assignee</i> )	KPLR-TV (35417)	St. Louis, MO

<sup>11</sup> License surrendered for cancellation on August 12, 2011.

**ATTACHMENT B: NON-BROADCAST LICENSES HELD BY TRIBUNE  
SUBSIDIARIES**

<b>Licensee Prior to Consummation of Restructuring Transactions</b>	<b>Assignor under the Amended Exit Applications</b>	<b>Assignee under the Amended Exit Applications</b>	<b>Call Sign</b>
Channel 39, Inc., Debtor-in-Possession	WSFL, LLC, Debtor-in-Possession (Assignor)	WSFL, LLC (Assignee)	[E090016] <sup>12</sup>
			E5159
Channel 40, Inc., Debtor-in-Possession	KTXL, LLC, Debtor-in-Possession (Assignor)	KTXL, LLC (Assignee)	WNEU600
			WNEU601
			E070263
			KG62
Chicago Tribune Company, Debtor-in-Possession	Chicago Tribune Company, LLC, Debtor-in-Possession (Assignor)	Chicago Tribune Company, LLC (Assignee)	WQP427
Chicagoland Microwave Licensee, Inc., Debtor-in-Possession	Chicagoland Television News, LLC, Debtor-in-Possession (Assignor)	Chicagoland Television News, LLC. (Assignee)	WNTQ776
			WOF49
			E040146
			KB60125
			WLY387 <sup>13</sup>
			WLY388 <sup>14</sup>
The Hartford Courant Company, Debtor-in-Possession	The Hartford Courant Company, LLC, Debtor-in-Possession (Assignor)	The Hartford Courant Company, LLC (Assignee)	WQDX448
KIAH Inc., Debtor-in-Possession	KIAH, LLC, Debtor-in-Possession (Assignor)	KIAH, LLC (Assignee)	WNSZ973
			E000330

<sup>12</sup> License assigned to WGN Continental Broadcasting Company, Debtor-in-Possession.

<sup>13</sup> License surrendered for cancellation on August 12, 2011.

<sup>14</sup> License surrendered for cancellation on August 12, 2011.



Licensee Prior to Consummation of Restructuring Transactions	Assignor under the Amended Exit Applications	Assignee under the Amended Exit Applications	Call Sign
KPLR, Inc., Debtor-in-Possession, under the control of Tribune Broadcasting Company ( <i>Transferor</i> ).	KPLR, Inc., Debtor-in-Possession ( <i>Assignee under the Exit Applications</i> ), under the control of Tribune Broadcasting Company, LLC, Debtor-in-Possession) ( <i>Transferee under the Restructuring Applications</i> )	KPLR, Inc.(under the control of Tribune Broadcasting Company, LLC) ( <i>Assignee</i> )	WPWC614
			WPWC616
			WPWC859
KSWB, Inc., Debtor-in-Possession	KSWB, LLC, Debtor-in-Possession ( <i>Assignor</i> )	KSWB, LLC ( <i>Assignee</i> )	E080179
KTLA Inc., Debtor-in-Possession	KTLA, LLC, Debtor-in-Possession ( <i>Assignor</i> )	KTLA, LLC ( <i>Assignee</i> )	KA69871
			WPQT713
			WPQT714
			WPYW951
			WPZF492
			WPZV880
			WQHV526
			E010013
			E040245
			E870836
			E110041 <sup>15</sup>
KWGN, Inc., Debtor-in-Possession	KWGN, LLC, Debtor-in-Possession ( <i>Assignor</i> )	KWGN, LLC ( <i>Assignee</i> )	KNGW910
			WNTY263
			WNTZ340
			WPTJ722
			WPXF213
			E020240
			E990179

<sup>15</sup> License acquired following the date of the filing of the Exit Applications.

Licensee Prior to Consummation of Restructuring Transactions	Assignor under the Amended Exit Applications	Assignee under the Amended Exit Applications	Call Sign
Los Angeles Times Communications, LLC, Debtor-in-Possession (under the control of Tribune Company, Debtor-in-Possession)	Los Angeles Times Communications, LLC, Debtor-in-Possession (under the control of Tribune Publishing Company, LLC, Debtor-in-Possession) ( <i>Assignor</i> )	Los Angeles Times Communications, LLC (under the control of Tribune Publishing Company, LLC) ( <i>Assignee</i> )	KNNJ823
			KMH964
			KNGL886
			KRJ233
			WNML710
			WNML711
			WXM802
			KD26376
			WPGW829
			WPLR391
			WPNY772
			WPSD866
Orlando Sentinel Communications Company, Debtor-in-Possession ( <i>Assignee</i> )	Orlando Sentinel Communications Company, LLC, Debtor-in-Possession ( <i>Assignor</i> )	Orlando Sentinel Communications Company, LLC ( <i>Assignee</i> )	KIM936
			WNYH803
			WPNL352
Sun-Sentinel Company, Debtor-in-Possession	Sun-Sentinel Company, LLC, Debtor-in-Possession ( <i>Assignor</i> )	Sun-Sentinel Company, LLC ( <i>Assignee</i> )	WQFE854
			WPVI791
The Morning Call, Inc., Debtor-in-Possession	The Morning Call, LLC, Debtor-in-Possession ( <i>Assignor</i> )	The Morning Call, LLC ( <i>Assignee</i> )	WPDT670
			KER671
			WPMP325
Tribune Broadcast Holdings, Inc., Debtor-in-Possession	WTTV, LLC, Debtor-in-Possession ( <i>Assignor</i> )	WTTV, LLC ( <i>Assignee</i> )	E000117
			E940434
Tribune Television Company, Debtor-in-Possession	KDAF, LLC, Debtor-in-Possession ( <i>Assignor</i> )	KDAF, LLC ( <i>Assignee</i> )	WPPB659
			E000143

<b>Licensee Prior to Consummation of Restructuring Transactions</b>	<b>Assignor under the Amended Exit Applications</b>	<b>Assignee under the Amended Exit Applications</b>	<b>Call Sign</b>
Tribune Television Company, Debtor-in-Possession	WTIC, LLC, Debtor-in-Possession (Assignor)	WTIC, LLC (Assignee)	E880192
			E960251
			E090014
Tribune Television Company, Debtor-in-Possession	WPMT, LLC, Debtor-in-Possession (Assignor)	WPMT, LLC (Assignee)	WPVV416
			WPWD615
			E030089
			E910286
Tribune Television Company, Debtor-in-Possession	WPHL, LLC, Debtor-in-Possession (Assignor)	WPHL, LLC (Assignee)	E861091
Tribune Television Company, Debtor-in-Possession	WXIN, LLC, Debtor-in-Possession (Assignor)	WXIN, LLC (Assignee)	E010294
			E050094
			E940358
			E110039 <sup>16</sup>
Tribune Television Holdings, Inc., Debtor-in-Possession	WXMI, LLC, Debtor-in-Possession (Assignor)	WXMI, LLC (Assignee)	WNDA663
			WPOS479
			WPXL969
			E980505
Tribune Television New Orleans, Inc., Debtor-in-Possession	Tribune Television New Orleans, LLC, Debtor-in-Possession (Assignor)	Tribune Television New Orleans, LLC (Assignee)	E060339
			E070143
			E090031
			E960025
			WPJD417
			WPJD418
			WPTC527
			WPTC528

<sup>16</sup> License acquired since the date of the filing of the Exit Applications.

Licensee Prior to Consummation of Restructuring Transactions	Assignor under the Amended Exit Applications	Assignee under the Amended Exit Applications	Call Sign
Tribune Television Northwest, Inc., Debtor-in-Possession	KCPQ, LLC, Debtor-in-Possession (Assignor)	KCPQ, LLC (Assignee)	WPND900
			WPLP484
			WPND901
			WPNJ210
			WPON880
			WPON881
			WPSS919
			WPYH836
			WQDR693
			WPOQ408
			E030207
			E050057
			E990062
			E1200016 <sup>17</sup>
WGN Continental Broadcasting Company, Debtor-in-Possession	WGN Continental Broadcasting Company, LLC, Debtor-in-Possession (Assignor)	WGN Continental Broadcasting Company, LLC (Assignee)	KNNI895
			WNTH421
			WPMW586
			WPNJ494
			E030276
			E040339
			E980088
			E090016 <sup>18</sup>
WPIX, Inc., Debtor-in-Possession	WPIX, LLC, Debtor-in-Possession (Assignor)	WPIX, LLC (Assignee)	E110038 <sup>19</sup>
			E120002 <sup>20</sup>
			WPNM862
			WPOR428
			E860695
			E970060
			E040317

<sup>17</sup> License issued since the date of the filing of the Exit Applications.

<sup>18</sup> License acquired from Channel 39, Inc., Debtor-in-Possession after the filing of the Exit Applications.

<sup>19</sup> License issued since the date of the filing of the Exit Applications.

<sup>20</sup> License issued since the date of the filing of the Exit Applications.

## **ATTACHMENT C: PARTIES TO THE APPLICATION**

This Attachment C sets forth the following information for Assignee's parties to the Exit Applications, as provided by each respective Assignee party: (1) Name and Address; (2) Citizenship; (3) Positional Interest; (4) Percentage of Votes; and (5) Percentage of Total Assets (equity plus debt). Except as otherwise noted below, any equity interests not disclosed herein are held by individuals or entities that have been insulated pursuant to the Commission's rules or are otherwise non-attributable.

### **1. SHAREHOLDERS OF REORGANIZED TRIBUNE<sup>1</sup>**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest<sup>2</sup></b>	<b>Percentage Vote</b>	<b>Percentage of Total Assets (debt plus equity)<sup>3</sup></b>	<b>Percentage of Equity</b>
Tribune Company	U.S.	N/A	N/A	N/A	N/A
JPMorgan Chase & Co. <sup>4</sup>	U.S.	Shareholder	8%	TBD	9%
Angelo, Gordon & Co. L.P. <sup>5</sup>	U.S.	Indirect Attributable Investor	9%	TBD	9%
Oaktree Tribune, L.P.	U.S.	Shareholder	22%	TBD	22%
Various Non-Attributable Shareholders		Shareholders	61%	TBD	60%

<sup>1</sup> Under the DCL Plan, the holders of Tribune's outstanding senior debt are eligible to receive between approximately 92.4% and 100% of Reorganized Tribune's New Common Stock (subject to dilution (by up to 5%) by an equity incentive plan for Reorganized Tribune's officers, directors, and employees). Up to approximately 7.6% of the New Common Stock may be issued to other creditors depending on the elections to be made by those creditors. The percentages set forth in the following chart are based on the shares of Reorganized Tribune's New Common Stock that each listed party is anticipated to receive upon Tribune's emergence from bankruptcy, assuming a 100% distribution of Reorganized Tribune's New Common Stock to holders of outstanding senior debt, with the voting percentages reduced by the portion of such party's distribution that it currently plans to elect to receive in the form of New Class B Common Stock. The exact percentages of Reorganized Tribune's voting stock and equity that individual entities will hold at emergence may also vary from the percentages reported herein due to the potential need to distribute New Warrants in lieu of New Common Stock in order to ensure compliance with Section 310(b) of the Communications Act, the possibility that New Class B Common Stock will be issued to certain claim holders, and ongoing trading in Tribune's debt.

<sup>2</sup> As noted above, in addition to their voting interests, under the DCL Plan JPMorgan, Angelo Gordon, and Oaktree have certain designation rights with respect to Reorganized Tribune's Board of Directors. See Comprehensive Exhibit, *supra*, Section I(B).

<sup>3</sup> Pursuant to the DCL Plan, Reorganized Tribune will issue certain debt. Although the percentage of debt that any individual entity will hold has not yet been determined, it is not anticipated that any individual entity will hold more than 33% of Reorganized Tribune's Total Asset Value, as that term is defined in Section 73.3555 of the FCC's rules. See 47 C.F.R. § 73.3555, Note 2(i).

<sup>4</sup> The voting, asset, and equity interests identified in this table represent the aggregation of the voting, asset, and equity interests of the subsidiaries of JPMC that will hold interests in Reorganized Tribune at emergence (as described below).

<sup>5</sup> The voting, asset, and equity interests identified in this table represent the aggregation of the voting, asset, and equity interests of the AG Funds, the AG CLOs, and the Managed Entities (as each is defined below).

## 2. TRIBUNE BROADCAST STATION LICENSEES<sup>6</sup>

Name	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Broadcast Station Licensees <sup>7</sup>	U.S. (Delaware corporation unless indicated below)	--	--	--
Nils E. Larsen <sup>8</sup>	U.S.	President	0%	0%
Donald J. Liebentritt <sup>9</sup>	U.S.	Vice President & Director	0%	0%
Gina Mazzaferri <sup>10</sup>	U.S.	Treasurer	0%	0%
David P. Eldersveld	U.S.	Secretary & Director	0%	0%
Chandler Bigelow III	U.S.	Assistant Treasurer	0%	0%
Patrick M. Shanahan	U.S.	Assistant Treasurer	0%	0%
Jack Rodden	U.S.	Assistant Treasurer	0%	0%
Brian F. Litman	U.S.	Assistant Treasurer	0%	0%
Daniel G. Kazan	U.S.	Director	0%	0%
Additional station personnel <sup>11</sup>	U.S.	See Chart	0%	0%

### Additional Officers of Each Tribune Company Licensee Subsidiary

Licensee	Name/Title
KIAH Inc.	Roger A. Bare, Vice President Daniel O'Sullivan, Controller
Channel 39, Inc.	Howard Greenberg, Vice President
WCCT, Inc. (formerly WTXN Inc.)	Richard J. Graziano, Vice President Jennifer (DeKarz) Bonner, Controller

<sup>6</sup> All natural persons identified below are United States citizens unless otherwise indicated and can be contacted at Tribune Company, 435 North Michigan Avenue, Chicago, Illinois, 60611, 312-222-4565, Attention: David P. Eldersveld.

<sup>7</sup> Channel 39, Inc., Channel 40, Inc., KIAH Inc., KPLR, Inc. (a Missouri corporation), KSWB Inc., KTLA Inc. (a California corporation), KWGN Inc., Tribune Broadcast Holdings, Inc., Tribune Television Company, Tribune Television Holdings, Inc., Tribune Television of New Orleans, Inc., Tribune Television Northwest, Inc., WDCW Broadcasting, Inc., WGN Continental Broadcasting Company, WPIX, Inc., and WCCT, Inc. (formerly WTXN Inc.)

<sup>8</sup> Nils Larsen is the Vice President, not the President, of KTLA Inc.

<sup>9</sup> Donald Liebentritt is not a director of WDCW Broadcasting, Inc.; Tribune Television Northwest, Inc.; or WPIX, Inc.

<sup>10</sup> Gina Mazzaferri is also a Vice President of KPLR, Inc. and KWGN Inc.

<sup>11</sup> See the following chart.

<b>Licensee</b>	<b>Name/Title</b>
Channel 40, Inc.	Jerry Del Core, Vice President Sharon A. Silverman, Chief Financial Officer
Tribune Television Company	Richard J. Graziano, Senior Vice President Larry Delia, Vice President Robert Furlong, Vice President Joseph A. Young, Vice President Vincent Gianinni, Vice President Catherine A. Davis, Assistant Treasurer Jennifer (DeKarz) Bonner, Controller David R. Mayersky, Controller Daniel O'Sullivan, Controller Patricia G. Cazeaux, Controller
Tribune Television Northwest, Inc.	Pamela S. Pearson, Senior Vice President Sharon A. Silverman, Controller
Tribune Broadcast Holdings, Inc.	Pamela S. Pearson, Senior Vice President Larry Delia, Vice President Sharon A. Silverman, Controller Daniel O'Sullivan, Controller
WGN Continental Broadcasting Company	Julio Marengi, Executive Vice President John Carrozza, Vice President Josh Richman, Vice President David Rotem, Vice President Marty Wilke, Vice President Sean Compton, Vice President Steve Farber, Vice President Thomas E. Langmyer, Vice President Robin Mulvaney, Controller
Tribune Television Holdings, Inc.	Patricia A. Kolb, Vice President Pamela S. Pearson, Senior Vice President Sharon A. Silverman, Controller Patricia G. Cazeaux, Controller
KWGN Inc.	Allen R. Yaden, Station Manager Chris Fricke, Controller
KSWB Inc.	Raymond J. Schonbak, Executive Vice President Mike Weiner, Controller
KTLA Inc.	Don Corsini, President Michael K. Kincaid, Vice President Marshall Hites, Vice President John S. Moczulski, Vice President Michael E. Weiner, Controller
Tribune Television New Orleans, Inc.	John Cruse, Vice President Patricia G. Cazeaux, Controller
WDCW Broadcasting, Inc.	Ashley Messina, Vice President Catherine A. Davis, Assistant Treasurer David Mayersky, Controller
KPLR, Inc.	Chris L. Fricke, Controller
WPIX, Inc.	Eric Meyrowitz, Vice President Catherine A. Davis, Controller

### Ownership of Licensee Subsidiaries

<b>Name of Licensee</b>	<b>100% Parent Entity</b>	<b>Percentage of Votes</b>	<b>Percentage of Total Assets</b>
KIAH Inc.	Tribune Broadcasting Company	100%	100%
Channel 39, Inc.	Tribune Television Company	100%	100%

Name of Licensee	100% Parent Entity	Percentage of Votes	Percentage of Total Assets
WCCT, Inc. (formerly WTXN Inc.)	Tribune Television Company	100%	100%
Channel 40, Inc.	Tribune Television Company	100%	100%
Tribune Television Company	Tribune Broadcasting Company	100%	100%
Tribune Television Northwest, Inc.	Tribune Broadcasting Company	100%	100%
Tribune Broadcast Holdings, Inc.	Tribune Broadcasting Company	100%	100%
WGN Continental Broadcasting Company	Tribune Broadcasting Company	100%	100%
Tribune Television Holdings, Inc.	Tribune Broadcasting Company	100%	100%
KWGN Inc.	Tribune Broadcasting Company	100%	100%
KSWB Inc.	Tribune Broadcasting Company	100%	100%
KTLA Inc.	Tribune Broadcasting Company	100%	100%
Tribune Television New Orleans, Inc.	Tribune Broadcasting Company	100%	100%
WDCW Broadcasting, Inc.	Tribune Television Company	100%	100%
KPLR, Inc.	Tribune Broadcasting Company	100%	100%
WPIX, Inc.	Tribune Broadcasting Company	100%	100%

### 3. TRIBUNE BROADCASTING COMPANY

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Tribune Broadcasting Company	U.S. (Delaware corporation)	--	--	--
Nils E. Larsen	U.S.	President and CEO	0%	0%
Gina Mazzaferri	U.S.	Senior Vice President & Treasurer	0%	0%
Steve Charlier	U.S.	Senior Vice President	0%	0%
Sean Compton	U.S.	President, Programming	0%	0%
Shaun Sheehan	U.S.	Vice President	0%	0%
Donald J. Liebentritt	U.S.	Vice President	0%	0%
Hank Hundemer	U.S.	Vice President	0%	0%
Jason Jedlinski	U.S.	Vice President	0%	0%
David P. Eldersveld	U.S.	Secretary & Director	0%	0%
Chandler Bigelow III	U.S.	Assistant Treasurer	0%	0%
Patrick M. Shanahan	U.S.	Assistant Treasurer	0%	0%
Jack Rodden	U.S.	Assistant Treasurer	0%	0%
Brian F. Litman	U.S.	Assistant Treasurer	0%	0%
Charlene Connaughton	U.S.	Controller	0%	0%
Daniel G. Kazan	U.S.	Director	0%	0%
Tribune Broadcasting Holdco, LLC	U.S. (Delaware LLC)	Owner	100%	100%

### 4. TRIBUNE BROADCASTING HOLDCO, LLC

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Tribune Broadcasting Holdco, LLC	U.S. (Delaware LLC)	--	--	--
Nils E. Larsen	U.S.	President	0%	0%
Gina Mazzaferri	U.S.	Treasurer	0%	0%



Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
David P. Eldersveld	U.S.	Secretary	0%	0%
Patrick M. Shanahan	U.S.	Assistant Treasurer	0%	0%
Jack Rodden	U.S.	Assistant Treasurer	0%	0%
Brian F. Litman	U.S.	Assistant Treasurer	0%	0%
Chandler Bigelow III	U.S.	Assistant Treasurer	0%	0%
Tribune Company	U.S. (Delaware corporation)	Owner	100%	100%

## 5. TRIBUNE COMPANY<sup>12</sup>

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Tribune Company	U.S.	N/A	N/A	N/A	N/A
Samuel Zell	U.S.	Director	0%	0%	0%
Eddy Hartenstein	U.S.	Chief Executive Officer, President	0%	0%	0%
Chandler Bigelow III	U.S.	Executive Vice President	0%	0%	0%
Nils E. Larsen	U.S.	Executive Vice President	0%	0%	0%
Donald J. Liebentritt	U.S.	Executive Vice President	0%	0%	0%
David P. Eldersveld	U.S.	Executive Vice President, General Counsel & Corporate Secretary	0%	0%	0%
Patrick M. Shanahan	U.S.	Vice President	0%	0%	0%
Jack Rodden	U.S.	Vice President & Treasurer	0%	0%	0%
Brian F. Litman	U.S.	Vice President & Controller	0%	0%	0%
Daniel G. Kazan	U.S.	Senior Vice President	0%	0%	0%
Jeffrey Berg	U.S.	Director	0%	0%	0%
Brian Greenspun	U.S.	Director	0%	0%	0%
William Pate	U.S.	Director	0%	0%	0%
Maggie Wilderotter	U.S.	Director	0%	0%	0%
Frank Wood	U.S.	Director	0%	0%	0%
Mark Shapiro	U.S.	Director	0%	0%	0%
William Osborn	U.S.	Director	0%	0%	0%
Betsy Holden	U.S.	Director	0%	0%	0%
Shaun Sheehan	U.S.	Vice President	0%	0%	0%

<sup>12</sup> The shareholders of Reorganized Tribune are listed above. See Attachment C, section 1.

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Gwen P. Murakami	U.S.	Senior Vice President	0%	0%	0%
Michael Bourgon	U.S.	Vice President	0%	0%	0%
Chris Hochschild	U.S.	Vice President	0%	0%	0%
Gary Weitman	U.S.	Senior Vice President	0%	0%	0%
Steve Gable	U.S.	Executive Vice President	0%	0%	0%
Thomas Caputo	U.S.	Vice President	0%	0%	0%
Nick Chakiris	U.S.	Assistant Controller	0%	0%	0%

## 6. JPMORGAN CHASE & CO.

Certain subsidiaries of JPMorgan Chase & Co. (“JPMC”)<sup>13</sup> currently hold debt in Tribune that, when converted to equity pursuant to the DCL Plan, would represent approximately 9.2% of Reorganized Tribune’s issued and outstanding New Common Stock.<sup>14</sup> As explained below, it is anticipated that, pursuant to the DCL Plan, a portion of the Tribune debt that is currently held by JPMC subsidiary JPMorgan Chase Bank, N.A. (“JPMB”) will be converted to New Class A Common Stock (which has full voting rights) that will be issued to Isolieren Holding Corp. (“Isolieren”), another JPMC subsidiary. The remainder of the debt held by JPMC subsidiaries will be converted to New Class B Common Stock (which has limited voting rights that are designed to correspond to standard investor protections, and should thus be treated as non-attributable), and/or New Warrants (which are likewise non-attributable).<sup>15</sup>

Specifically, JPMB currently holds Tribune debt that, when converted, would represent approximately 9% of Reorganized Tribune’s issued and outstanding New Common Stock. At or prior to Tribune’s emergence from bankruptcy, JPMB will designate its affiliate Isolieren to receive distributions of approximately 91% of its interest in Reorganized Tribune (which would represent approximately 8.2% of Reorganized Tribune’s issued and outstanding New Common Stock). On or before Tribune’s emergence from bankruptcy, Isolieren will be an indirect, wholly owned

<sup>13</sup> JPMC, a financial holding company incorporated under Delaware law, is a widely traded, publicly held company. It is a leading global financial services firm and is one of the largest banking institutions in the United States, with \$2.3 trillion in assets and \$183.6 billion in stockholders’ equity as of December 31, 2011. JPMC is a leader in investment banking, financial services for consumers and small businesses, commercial banking, financial transaction processing, asset management, and private equity. The indirect ownership interest that JPMC is seeking to acquire in Reorganized Tribune represents an extremely small portion of its business activities.

<sup>14</sup> As explained above, the percentages set forth herein are based on certain assumptions, and the exact ownership percentages of Reorganized Tribune’s voting stock that individual entities will hold cannot be determined until Reorganized Tribune emerges from bankruptcy. See Attachment C, Section 1, *supra*.

<sup>15</sup> See Sections III and VI, *supra* (explaining the rights that will be associated with the various classes of Reorganized Tribune’s New Common Stock and the Warrants); see also 47 C.F.R. § 73.3555, Note 2(e).

subsidiary of JPMC.<sup>16</sup> At Tribune's emergence, Isolieren will hold its interest entirely in the form of Reorganized Tribune's New Class A Common Stock (which has full voting rights).

The officers and directors of Isolieren will have full discretion to make, and will not be obligated to seek any approvals from its corporate parents SIG Holdings, Inc. ("SIG") and JPMC (or their respective officers or directors) with regard to, all decisions pertaining to the Common Stock or other interests held by Isolieren in Reorganized Tribune (the "Reorganized Tribune Investment"), including, without limitation, any decision to (i) vote such shares of New Common Stock or exercise any other voting rights associated with the Reorganized Tribune Investment, (ii) acquire New Common Stock or other interests in Reorganized Tribune, (iii) convert, sell, or divest any such New Common Stock or interests, and (iv) designate or nominate directors to the Board of Directors of Reorganized Tribune.<sup>17</sup>

The shareholders, and the officers and directors of Isolieren (each of whom is also an officer and/or director of SIG), will be as follows:

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Isolieren Holding Corp.	U.S.	N/A	N/A	N/A	N/A
SIG Holdings, Inc.	U.S.	Shareholder	100%	100%	100%
Norma C. Corio	U.S.	Director & Managing Director <sup>18</sup>	0%	0%	0%
Mitchell Y. Huang	U.S.	Director & Executive Director	0%	0%	0%
Charles L. Smith	U.S.	Director & Vice President	0%	0%	0%

JPMB also holds certain debt in Tribune on behalf of North American Credit Trading ("NACT"), a market-making business that acts as a market maker in the Tribune pre-petition bank debt. Those interests, when converted to equity, would represent

<sup>16</sup> Isolieren is currently a subsidiary of JPMB. Prior to Reorganized Tribune's emergence from bankruptcy, Isolieren will become a direct, wholly owned subsidiary of SIG Holdings, Inc., which, in turn, is a direct, wholly owned subsidiary of JPMC. See Attachment G, Figure 1 for the organizational structure of Reorganized Tribune and for the organizational structure of Isolieren at Tribune's emergence.

<sup>17</sup> The foregoing will be ratified pursuant to a Sole Shareholder Resolution by SIG as sole shareholder of Isolieren. Consistent with JPMC's corporate policies, any proposal to acquire or sell interests in Tribune must be screened for regulatory and legal compliance by JPMC's Legal, Regulatory, and Compliance Departments.

<sup>18</sup> Within JPMC and its subsidiaries, individuals holding the titles "Managing Director" and "Executive Director" are officers, and not (unless separately denoted as such) directors. It should also be noted that Isolieren is in the process of finalizing its list of directors and officers, and will amend the applications as appropriate if and when any additional directors and/or officers are named. To the extent any additional directors or officers are added, such officers and/or directors will possess the requisite qualifications to hold an attributable interest in the applicant.

approximately 0.8% of Tribune's stock.<sup>19</sup> Pursuant to the DCL Plan, JPMB, which will continue to hold this interest in Tribune on behalf of NACT, will elect to receive New Class B Common Stock of Reorganized Tribune in exchange for these debt holdings in Tribune at emergence. As noted above, the New Class B Common Stock has limited voting rights that are designed to correspond to standard investor protections, and should thus be treated as non-attributable.

In addition, J.P. Morgan Whitefriars Inc. ("JPMWF")<sup>20</sup> holds a small debt interest in Tribune that, when converted to equity, would represent approximately 0.2% of Tribune's stock. JPMWF will also elect to receive New Class B Common Stock of Reorganized Tribune in exchange for its debt holdings in Tribune at emergence.

In sum, at emergence, Isolieren will be the only direct or indirect subsidiary of JPMC that will hold New Class A Common Stock of Reorganized Tribune, and only the officers and directors of Isolieren will be in a position to influence the day-to-day affairs of the reorganized company. As a result, the duties and responsibilities of the officers and directors of JPMC and SIG (except for those individuals who are also officers or directors of Isolieren) will be wholly unrelated to Isolieren's Reorganized Tribune Investment. Accordingly, it is respectfully submitted that the executive officers and directors of JPMC and the officers and directors of SIG (except for those individuals who are also officers or directors of Isolieren) should be deemed not to hold attributable interests in Reorganized Tribune.<sup>21</sup> The officers and directors of JPMC and SIG include the following individuals:

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<sup>19</sup> Bank debt positions of NACT are generally recorded on the books of JPMB. To the extent that NACT's debt holdings in Tribune will be converted into equity upon Tribune's emergence, NACT's equity holdings will be recorded on the books of JPMB as well. In addition, the percentage of debt held on behalf of NACT as set forth above is based on trades that closed as of February 23, 2012. Due to the ongoing nature of NACT's market making activities, the amount of Tribune debt that is held on its behalf can be expected to fluctuate from time to time.

Post-emergence, it is anticipated that NACT will continue to serve as a market maker for Tribune debt and equity, including the New Class A and New Class B Common Stock. To the extent that NACT may acquire Tribune equity as part of its market making activities, such holdings will be recorded on the books of J.P. Morgan Securities LLC, which is an indirect wholly owned subsidiary of JPMC.

<sup>20</sup> JPMWF generally acts as a hedging entity for certain derivatives transactions (including Master Swap transactions) entered into by JPMB. JPMWF is an indirect wholly owned subsidiary of JPMC.

<sup>21</sup> Pursuant to Section 73.3555, Note 2(g) of the Commission's Rules, officers and directors of a parent company of a broadcast licensee with an attributable interest in any such subsidiary entity shall be deemed to have a cognizable interest in the subsidiary unless the duties and responsibilities of the officers or directors involved are wholly unrelated to the broadcast licensee and a statement properly documenting this fact is submitted to the Commission.

### JPMorgan Chase & Co.

Name	Positional Interest
James Dimon	President, Chief Executive Officer and Chairman
Frank J. Bisignano	Chief Administrative Officer and Chief Executive Officer of Mortgage Banking
Douglas L. Braunstein	Chief Financial Officer
Michael J. Cavanagh	Chief Executive Officer of Treasury & Securities Services
Stephen M. Cutler	General Counsel
John L. Donnelly	Director of Human Resources
Ina R. Drew	Chief Investment Officer
Mary Callahan Erdoes	Chief Executive Officer of Asset Management
John J. Hogan	Chief Risk Officer
Samuel Todd Maclin	Chief Executive Officer of Consumer and Business Banking
Jay Mandelbaum	Head of Strategy and Business Development
Douglas B. Petno	Chief Executive Officer of Commercial Banking
Gordon A. Smith	Chief Executive Officer of Card Services and Auto
James E. Staley	Chief Executive Officer of Investment Bank
Barry L. Zubrow	Head of Corporate and Regulatory Affairs
Crandall C. Bowles	Director
Stephen B. Burke	Director
David M. Cote	Director
James S. Crown	Director
Ellen V. Futter	Director
William H. Gray, III	Director
Laban P. Jackson, Jr.	Director
David C. Novak	Director
Lee R. Raymond	Director
William C. Weldon	Director
James A. Bell	Director

### SIG Holdings, Inc.

Name	Positional Interest
Ina R. Drew	President & Director
John C. Wilmot	Director & Managing Director
David M. Alexander	Managing Director, Treasurer
Ana Capella Gomez-Acebo	Managing Director
Norma C. Corio	Managing Director
Elizabeth De Guzman	Vice President & Assistant Secretary
John F. Geisler	Executive Director <sup>22</sup>
Mitchell Y. Huang	Executive Director
Colleen A. Meade	Secretary & Executive Director
Ian S. Rice	Vice President
Judah A. Shechter	Vice President & Secretary
Charles L. Smith	Vice President
William T. Williams, Jr.	Vice President

<sup>22</sup> Within JPM and its subsidiaries, individuals holding the title “Executive Director” are officers, and not directors.

The address of Isolieren and SIG is 270 Park Avenue, 10th Floor, New York, NY 10017, Attn: Special Investments Group, Norma Corio. The address of JPMC is 270 Park Avenue, New York, NY 10017.

## **7. ANGELO, GORDON & CO., L.P.**

It is anticipated that investment vehicles ultimately controlled by John Angelo and Michael Gordon (collectively, “Angelo Gordon”) collectively will hold an attributable interest in Reorganized Tribune upon the company’s emergence from bankruptcy.<sup>23</sup> These investment vehicles will include (1) investment funds that are structured as limited partnerships and are managed and controlled by Angelo Gordon (“AG Funds”); (2) investment vehicles managed and controlled by Angelo Gordon that are structured as collateral loan obligation funds (“AG CLOs”); and (3) unaffiliated investment vehicles managed by Angelo Gordon that are structured as corporations (“Managed Entities”) (AG Funds, AG CLOs, and Managed Entities, collectively “Funds”). With the possible exception of two AG Funds, AG Capital Recovery Partners VI, L.P. (“AGCRP”) and AG Super Fund, L.P. (“AGSF”), both of which are Delaware limited partnerships,<sup>24</sup> each of the Funds’ direct ownership interests in Reorganized Tribune will comprise less than 5% of Reorganized Tribune’s post-emergence Class A stock. Therefore, with the possible exception of AGCRP and AGSF, none of the Funds individually will hold an attributable interest in Reorganized Tribune.

AGCRP. The sole general partner of AGCRP is AG Capital Recovery VI LLC (“AGCR”), a Delaware limited liability company. All limited partners of AGCRP are insulated and therefore will not hold an attributable interest in Reorganized Tribune. The sole member of AGCR is AG Advisors Long-Term Distressed Participation Partners, L.P. (“AG Advisors”), a Delaware limited partnership. The sole general partner of AG Advisors is AG Funds, L.P. (“AGLP”), a Delaware limited partnership. The limited partners of AG Advisors that will hold a beneficial interest in Tribune are Angelo Gordon investment professionals and their estate planning vehicles, all of which are U.S. citizens or U.S.-organized entities.<sup>25</sup>

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<sup>23</sup> See Attachment G, Figure 2 for the organizational structure of the Angelo Gordon entities involved in this transaction.

<sup>24</sup> As explained above, the percentages set forth herein are based on certain assumptions, and the exact ownership percentages of Reorganized Tribune’s voting stock that individual entities will hold cannot be determined until Reorganized Tribune emerges from bankruptcy. See Attachment C, Section 1, *supra*. It is possible, but not certain, that AGCRP and AGSF each directly will hold more than 5% of Reorganized Tribune’s stock upon its emergence from bankruptcy. Accordingly, the applicants have disclosed herein ownership information for AGCRP and AGSF to provide the Commission with an opportunity to review and approve each entity’s qualification to hold an attributable ownership interest in Reorganized Tribune. To the extent that one or both of these entities’ direct stock interest in Reorganized Tribune ultimately exceeds 5% upon Tribune’s emergence from bankruptcy, their exact interests will be reflected in Reorganized Tribune’s post-consummation ownership reports.

<sup>25</sup> AG Advisors is structured as a series limited partnership under Delaware law. Delaware law permits a limited partnership to be divided into separate series. Each series keeps separate and distinct records and each effectively is treated under Delaware law as a separate legal entity from the other series within the

AGSF. The sole general partner of AGSF is AG Super LLC (“AG Super”), a Delaware limited liability company. As noted above, all limited partners of AGSF are insulated and therefore will not hold an attributable interest in Reorganized Tribune. The sole member of AG Super is AGLP.

AG Funds, L.P. Each of the Funds is wholly controlled, either directly or through domestic intermediate entities, by AGLP.<sup>26</sup> As a result, AGLP will control entities that directly hold, in the aggregate, more than 5% of Reorganized Tribune’s Class A stock and therefore will hold an attributable interest in Tribune. In addition, AGLP will hold an indirect equity interest in Reorganized Tribune of less than 0.08% through its control of intermediate entities affiliated with Angelo Gordon that have co-invested in certain AG Funds. The officers of AGLP, all of whom are U.S. citizens, are John M. Angelo, Chief Executive Officer; Michael L. Gordon, Chief Operating Officer and Chief Investment Officer; Kirk Wickman, Chief Administrative Officer; Joseph R. Wekselblatt, Chief Financial Officer; and Forest Wolfe, General Counsel. The sole general partner of AGLP is AG Funds GP, L.P. (“AG Funds GP”), a Delaware limited partnership, which holds more than 99.9% of the equity in AG Funds GP. The sole limited partner of AGLP is a Delaware charitable trust for which John M. Angelo is the sole trustee (“Angelo Charitable Trust”). The Angelo Charitable Trust holds a *de minimis* equity interest in AG Funds GP.

AG Funds GP, L.P. The sole general partner of AG Funds GP is JM Funds LLC (“JM Funds”), a Delaware limited liability company, which does not hold any equity interest in AG Funds GP. The sole members of JM Funds are John M. Angelo and Michael L. Gordon. The limited partners of AG Funds GP are Angelo Gordon investment professionals or their estate planning vehicles, all of which are U.S. citizens or U.S.-organized entities. Pursuant to the AG Funds GP partnership agreement, each such limited partner is insulated with respect to every media investment in which Angelo Gordon holds an attributable interest, except any media investment for which such limited partner has investment management responsibilities as an employee of Angelo Gordon & Co., L.P. With the exception of John M. Angelo and Michael L. Gordon, no individual or entity owns or controls limited partners of AG Funds GP that will hold, in

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limited partnership. For example, with respect to a series limited partnership divided into a series A and a series B under Delaware law, only the limited partners of series A of a series limited partnership hold beneficial interests in assets held by the series limited partnership in series A, and only the series A limited partners are responsible for the debts, liabilities, obligations, and expenses incurred by series A. Series B limited partners hold no beneficial interests in any assets held in series A and have no responsibility for the debts, liabilities, obligations, and expenses of series A. Accordingly, the only limited partners of AG Advisors that hold a beneficial interest in AGCR are those limited partners in the same series through which AG Advisors holds its interest in AGCR. Although all of the limited partners in all of the series of AGCR are Angelo Gordon investment professionals and their estate planning vehicles, some such individuals in other series of AG Advisors are not U.S. citizens or U.S.-organized entities. None of these individuals or entities, however, holds any beneficial interest in AGCR.

<sup>26</sup> Except as set forth above in the discussion of the ownership of AGCRP and AGSF, none of the intermediate entities between the Funds and AGLP will hold an attributable interest in Reorganized Tribune.

the aggregate, an indirect equity interest in Reorganized Tribune of more than 0.01% as a result of the limited partners' equity interest in AG Funds GP.

Angelo Gordon & Co., L.P. Angelo Gordon & Co., L.P. ("AG&Co") is a registered investment adviser and, through contractual arrangements, manages the investments of each of the Funds. Accordingly, although AG&Co will not directly or indirectly hold any stock of Reorganized Tribune, it will manage and hold voting control over stock of Reorganized Tribune that will be held by the Funds. Because AG&Co will hold voting control over more than 5% of Reorganized Tribune's stock, it will hold an attributable interest in Reorganized Tribune. The officers of AG&Co are John M. Angelo, Chief Executive Officer; Michael L. Gordon, Chief Operating Officer and Chief Investment Officer; Kirk Wickman, Chief Administrative Officer; Joseph R. Wekselblatt, Chief Financial Officer; and Forest Wolfe, General Counsel. The sole general partner of AG&Co is AG Partners, L.P. ("AG Partners"), a Delaware limited partnership, which holds more than 99.9% of the equity in AG&Co. The sole limited partner of AGLP is the Angelo Charitable Trust, which holds a *de minimis* equity interest in AG&Co.

AG Partners. The sole general partner of AG Partners is JAMG LLC ("JAMG"), a Delaware limited liability company. The sole members of JAMG are John M. Angelo and Michael L. Gordon, both of whom are managing members. The limited partners of AG Partners are John M. Angelo, Michael L. Gordon, and certain of their family members and their estate planning vehicles, all of which are U.S. citizens or U.S.-organized entities.

#### **AG Capital Recovery Partners VI, L.P. ("AGCRP")**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Capital Recovery Partners VI, L.P.	U.S.	N/A	N/A	N/A	N/A
AG Capital Recovery VI LLC	U.S.	General Partner	100%	0.7%	0.7%
Insulated limited partners	U.S.	Limited Partners	0%	99.3%	99.3%

#### **AG Capital Recovery VI LLC ("AGCR")**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Capital Recovery VI LLC	U.S.	N/A	N/A	N/A	N/A
AG Advisors Long-Term Distressed Participation Partners, L.P.	U.S.	Sole Member	100%	100%	100%



### AG Advisors Long-Term Distressed Participation Partners, L.P. (“AG Advisors”)

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Advisors Long-Term Distressed Participation Partners, L.P.	U.S.	N/A	N/A	N/A	N/A
AG Funds, L.P.	U.S.	General Partner	100%	See note 27	See note 27
Angelo Gordon investment professionals and their estate planning vehicles	U.S.	Limited Partners	0%	See note 27	See note 27

### AG Super Fund, L.P. (“AGSF”)

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Super Fund, L.P.	U.S.	N/A	N/A	N/A	N/A
AG Super LLC <sup>28</sup>	U.S.	General Partner	100%	0.7%	0.7%
Insulated limited partners	U.S.	Limited Partners	0%	99.3%	99.3%

### AG Super LLC

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Super LLC	U.S.	N/A	N/A	N/A	N/A
AG Funds, L.P.	U.S.	Sole Member	100%	100%	100%

<sup>27</sup> The limited partners of AG Advisors and the respective proportion of equity in AG Advisors held by the general partner, AGLP, and the limited partners are confidential and not publicly disclosed by Angelo Gordon, but will be provided to the Commission upon its request pursuant to a request for confidentiality. None of the limited partners have a right to participate in the day-to-day management of the partnership as a result of their status as limited partners of AG Advisors. Further, AG Advisors is anticipated to indirectly hold less than a 0.04% equity interest on a fully diluted basis in Reorganized Tribune. (This assumes that AGCRP holds a 5% stock interest in Reorganized Tribune. As noted in the text, it currently is not possible to determine the exact stock interest in Reorganized Tribune that will be held by AGCRP. It is possible that AGCRP will not hold a stock interest in Reorganized Tribune of 5% or more. In any event, Angelo Gordon believes that it is unlikely that AGCRP’s stock interest in Reorganized Tribune will significantly exceed 5%.) Moreover, no limited partner of AG Advisors is anticipated to hold an equity interest on a fully diluted basis in Reorganized Tribune of more than 0.005% as a result of the limited partners’ equity interest in AG Advisors.

<sup>28</sup> AG Super LLC is also the general partner of another AG Fund, AG Garden Partners, L.P.

**AG Funds, L.P.<sup>29</sup> (“AGLP”)**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Funds, L.P.	U.S.	N/A	N/A	N/A	N/A
AG Funds GP, L.P.	U.S.	General Partner	100%	>99.9%	>99.9%
Charitable Lead Unit Trust (Sole Trustee: John M. Angelo)	U.S.	Limited Partner	0%	<0.1%	<0.1%
John M. Angelo	U.S.	Chief Executive Officer	N/A	N/A	N/A
Michael L. Gordon	U.S.	Chief Operating Officer and Chief Investment Officer	N/A	N/A	N/A
Kirk Wickman	U.S.	Chief Administrative Officer	N/A	N/A	N/A
Joseph R. Wechselblatt	U.S.	Chief Financial Officer	N/A	N/A	N/A
Forest Wolfe	U.S.	General Counsel	N/A	N/A	N/A

**AG Funds GP, L.P. (“AG Funds GP”)**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Funds GP, L.P.	U.S.	N/A	N/A	N/A	N/A
JM Funds LLC	U.S.	General Partner	100%	0%	0%
Angelo Gordon investment professionals and their estate planning vehicles	U.S.	Limited Partners	0%	100% <sup>30</sup>	100% (See note 30)

<sup>29</sup> As depicted in Attachment G, Figure 2, AGLP will hold an indirect interest in Reorganized Tribune through its indirect interests in the AG Funds, the AG CLOs, and the Managed Entities, none of which will hold more than a 5% interest in Reorganized Tribune, with the possible exception of AGCRP and AGSF. Accordingly, other than AGCRP and AGSF, the Funds have been omitted from this Exhibit.

<sup>30</sup> The limited partners of AG Funds GP are confidential and not publicly disclosed by Angelo Gordon, but will be provided to the Commission upon its request pursuant to a request for confidentiality. None of these limited partners have a right to participate in the day-to-day management of the partnership as a result of their status as limited partners of AG Funds GP. Further, in the aggregate, the equity interests in AG Funds GP held by these limited partners are anticipated to represent less than a 0.08% equity interest on a fully diluted basis in Reorganized Tribune. Moreover, other than John M. Angelo and Michael L. Gordon, no limited partner of AG Funds GP will hold an indirect equity interest on a fully diluted basis in Reorganized Tribune of more than 0.01% as a result of the limited partners’ equity interest in AG Funds GP.

### JM Funds LLC

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
JM Funds LLC	U.S.	N/A	N/A	N/A	N/A
John Angelo	U.S.	Managing Member	100% <sup>31)</sup>	See note 31	See note 31
Michael Gordon	U.S.	Managing Member	100% (See note 31)	See note 31	See note 31

### Angelo, Gordon & Co., L.P.

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Angelo, Gordon & Co., L.P.	U.S.	N/A	N/A	N/A	N/A
AG Partners, L.P.	U.S.	General Partner	100%	See note 32	See note 32
Charitable Lead Unit Trust (Sole Trustee: John M. Angelo)	U.S.	Limited Partner	0%	See note 32	See note 32
John M. Angelo	U.S.	Chief Executive Officer	N/A	N/A	N/A
Michael L. Gordon	U.S.	Chief Operating Officer and Chief Investment Officer	N/A	N/A	N/A
Kirk Wickman	U.S.	Chief Administrative Officer	N/A	N/A	N/A
Joseph R. Wekselblatt	U.S.	Chief Financial Officer	N/A	N/A	N/A
Forest Wolfe	U.S.	General Counsel	N/A	N/A	N/A

<sup>31</sup> The respective voting interests of Messrs. Angelo and Gordon in JM Funds and JAMG are confidential and not publicly disclosed by Angelo Gordon. Accordingly, the applicants respectfully request the FCC to approve either individual to hold voting control of JM Funds and JAMG. In addition, because neither JM Funds nor JAMG will hold a direct or indirect debt or equity interest in Reorganized Tribune, the respective equity interests of Messrs. Angelo and Gordon in JM Funds and JAMG are not germane to the Exit Applications.

<sup>32</sup> AG&Co will not directly or indirectly hold any equity interest in Reorganized Tribune and will not hold any portion of the total assets of Reorganized Tribune. Accordingly, the equity ownership, and ownership of the total assets, of AG&Co, AG Partners, the Charitable Lead Unit Trust, the limited partners of AG Partners, and JAMG are not germane to the Exit Applications.

### AG Partners, L.P. (“AG Partners”)

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
AG Partners, L.P.	U.S.	N/A	N/A	N/A	N/A
JAMG LLC	U.S.	General Partner	100%	See note 31	See note 31
John M. Angelo, Michael L. Gordon and certain of their family members and their estate planning vehicles <sup>33</sup>	U.S.	Limited Partner	0%	See note 33	See note 33

### JAMG LLC

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
JAMG LLC	U.S.	N/A	N/A	N/A	N/A
John Angelo	U.S.	Managing Member	100% (see note 31)	See note 31	See note 31
Michael Gordon	U.S.	Managing Member	100% (see note 31)	See note 31	See note 31

The address for all Angelo Gordon entities and individuals is c/o Angelo, Gordon & Co., L.P., 245 Park Avenue, 26th Floor, New York, NY 10167. Except for the officers of AGLP and AG&Co, none of the Angelo Gordon entities described above have officers.

## 8. OAKTREE TRIBUNE, L.P.

Oaktree Tribune, L.P. will hold an attributable interest in Reorganized Tribune upon the company’s emergence from bankruptcy.<sup>34</sup> The general partner of Oaktree Tribune, L.P. is Oaktree AIF Investments, L.P. Oaktree AIF Holdings, Inc. is the general partner of Oaktree AIF Investments, L.P. (and also holds a limited partnership interest in Oaktree AIF Investments, L.P.), and Oaktree Capital Group Holdings, L.P. is the sole voting shareholder of Oaktree AIF Holdings, Inc. (and also holds a limited partnership interest in Oaktree AIF Investments, L.P.). The general partner of Oaktree Capital Group Holdings, L.P. is Oaktree Capital Group Holdings GP, LLC, whose attributable members are John Frank, Bruce Karsh, Stephen Kaplan, Howard Marks, and David Kirchheimer.

### Oaktree Tribune, L.P. (Delaware)

<sup>33</sup> The limited partners of AG Partners are confidential and not publicly disclosed by Angelo Gordon, but will be provided to the Commission upon its request pursuant to a request for confidentiality. None of these limited partners have a right to participate in the day-to-day management of the partnership as a result of their status as limited partners of AG Funds GP. Further, none of these limited partners will directly or indirectly hold any equity interest in Reorganized Tribune as a result of such limited partner’s interest in AG Partners.

<sup>34</sup> See Attachment G, Figure 3 for the organizational structure of the Oaktree entities involved in this transaction.

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Oaktree Tribune, L.P.	U.S.	N/A	N/A	N/A	N/A
Oaktree AIF Investments, L.P.	U.S.	General Partner	100%	0%	0%

**Oaktree AIF Investments, L.P.**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Oaktree AIF Investments, L.P.	U.S.	N/A	N/A	N/A	N/A
Oaktree AIF Holdings, Inc.	U.S.	General Partner and Limited Partner	100%	15.04%	15.04%
Oaktree Capital Group Holdings, L.P.	U.S.	Limited Partner	0%	84.96%	84.96%
Howard Marks	U.S.	Chairman	0%	0%	0%
Bruce Karsh	U.S.	President	0%	0%	0%
John Frank	U.S.	Managing Principal	0%	0%	0%
David Kirchheimer	U.S.	Chief Financial Officer	0%	0%	0%
Todd Molz	U.S.	Managing Director, General Counsel and Secretary	0%	0%	0%
Richard Ting	U.S.	Managing Director, Associate General Counsel and Assistant Secretary	0%	0%	0%
Lisa Arakaki	U.S.	Managing Director	0%	0%	0%
Brian Beck	U.S.	Managing Director	0%	0%	0%
Emily Alexander	U.S.	Managing Director	0%	0%	0%
John Edwards	U.S.	Managing Director	0%	0%	0%
Martin Boskovich	U.S.	Senior Vice President	0%	0%	0%
Jay Ghiya	U.S.	Senior Vice President	0%	0%	0%
Cary Kleinman	U.S.	Senior Vice President	0%	0%	0%
Jeffrey Joseph	U.S.	Vice President	0%	0%	0%
Anthony Arnold	U.S.	Assistant Vice President	0%	0%	0%
Philip McDermott	U.S.	Assistant Vice President	0%	0%	0%

**Oaktree AIF Holdings, Inc.**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Oaktree AIF Holdings, Inc.	U.S.	N/A	N/A	N/A	N/A
Oaktree Capital Group Holdings, L.P.	U.S.	Sole Voting Shareholder	100%	0%	0%
Howard Marks	U.S.	Chairman	0%	0%	0%
Bruce Karsh	U.S.	President	0%	0%	0%
John Frank	U.S.	Managing Principal	0%	0%	0%
David Kirchheimer	U.S.	Chief Financial Officer	0%	0%	0%
Todd Molz	U.S.	Managing Director, General Counsel, Secretary and Sole Director	0%	0%	0%
John Edwards	U.S.	Managing Director and Treasurer	0%	0%	0%
Richard Ting	U.S.	Managing Director, Associate General Counsel and Assistant Secretary	0%	0%	0%
Lisa Arakaki	U.S.	Managing Director	0%	0%	0%
Brian Beck	U.S.	Managing Director	0%	0%	0%
Emily Alexander	U.S.	Managing Director	0%	0%	0%
Martin Boskovich	U.S.	Senior Vice President	0%	0%	0%
Jay Ghiya	U.S.	Senior Vice President	0%	0%	0%
Cary Kleinman	U.S.	Senior Vice President	0%	0%	0%
Jeffrey Joseph	U.S.	Vice President	0%	0%	0%
Anthony Arnold	U.S.	Assistant Vice President	0%	0%	0%
Philip McDermott	U.S.	Assistant Vice President	0%	0%	0%

**Oaktree Capital Group Holdings, L.P.**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Oaktree Capital Group Holdings, L.P.	U.S.	N/A	N/A	N/A	N/A
Oaktree Capital Group Holdings GP, LLC	U.S.	General Partner	100%	0%	0%
John Frank	U.S.	Limited Partner	0%	<1%	<1%
Stephen Kaplan	U.S.	Limited Partner	0%	<1%	<1%
Bruce Karsh	U.S.	Limited Partner	0%	<1%	<1%
David Kirchheimer	U.S.	Limited Partner	0%	<1%	<1%
Howard Marks	U.S.	Limited Partner	0%	<1%	<1%
Kenneth Liang	U.S.	Limited Partner	0%	<1%	<1%

# **Oaktree Capital Group Holdings GP, LLC<sup>35</sup>**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)	Percentage of Equity
Oaktree Capital Group Holdings GP, LLC	U.S.	N/A	N/A	N/A	N/A
Howard Marks	U.S.	Member, Manager and Chairman	20%	0%	0%
Bruce Karsh	U.S.	Member, Manager and President	20%	0%	0%
John Frank	U.S.	Member, Manager and Managing Principal	20%	0%	0%
David Kirchheimer	U.S.	Member, Manager, Chief Financial Officer and Chief Administrative Officer	20%	0%	0%
Stephen Kaplan	U.S.	Member and Manager	20%	0%	0%
Todd Molz	U.S.	Managing Director, General Counsel and Secretary	0%	0%	0%
Richard Ting	U.S.	Managing Director, Associate General Counsel and Assistant Secretary	0%	0%	0%
Thomas Smith	U.S.	Managing Director and Chief Compliance Officer	0%	0%	0%
Lisa Arakaki	U.S.	Managing Director	0%	0%	0%
Brian Beck	U.S.	Managing Director	0%	0%	0%
Emily Alexander	U.S.	Managing Director	0%	0%	0%
Kristin Scott	U.S.	Managing Director	0%	0%	0%
Martin Boskovich	U.S.	Senior Vice President	0%	0%	0%
Jay Ghiya	U.S.	Senior Vice President	0%	0%	0%

<sup>35</sup> Oaktree Capital Group Holdings GP, LLC (“Oaktree GP LLC”) has voting and non-voting members. The operating agreement of Oaktree GP LLC includes the Commission’s insulating language with respect to the non-voting members and with respect to certain voting members for media matters. The operating agreement establishes a Media Company Committee comprised of the voting members listed above. Each member of the Media Company Committee has an equal one-fifth (1/5) vote. Voting members of Oaktree GP LLC who do not serve on the Media Company Committee are considered insulated members for purposes of any media investment. In addition, notwithstanding any other provision of the operating agreement, these insulated voting members may not vote for the removal of any member of the Media Company Committee except as expressly permitted under the Commission’s insulated member requirements. For the purposes of non-media related investments, all voting members of Oaktree GP LLC are permitted to vote with the percentage of all such members’ voting rights governed by Oaktree GP LLC’s operating agreement.

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percentage Vote</b>	<b>Percentage of Total Assets (debt plus equity)</b>	<b>Percentage of Equity</b>
Jeffrey Joseph	U.S.	Vice President	0%	0%	0%
Anthony Arnold	U.S.	Assistant Vice President	0%	0%	0%
Philip McDermott	U.S.	Assistant Vice President	0%	0%	0%

The address for all entities and individuals listed above is c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28<sup>th</sup> Floor Los Angeles, CA 90071.



#### **ATTACHMENT D: OTHER ATTRIBUTABLE INTERESTS OF TRIBUNE**

Tribune Company, as debtor-in-possession, holds all of the issued and outstanding voting stock of Tribune Broadcasting Holdco, LLC, which, in turn, holds all of the issued and outstanding voting stock of Tribune Broadcasting Company. Tribune Broadcasting Company is the direct or indirect parent company of each of the wholly-owned broadcast licensee subsidiaries of Tribune Company listed in Attachment A hereto.

In addition to its radio and television broadcast interests described in Attachment A, Tribune also holds, pursuant to waivers granted by the Commission, (1) attributable interests in certain daily newspapers of general circulation in the same market as certain of its broadcast stations; (2) a television station operated as a “satellite” station; and (3) two television stations in a market in which a duopoly would not otherwise have been permitted. Pursuant to an order issued by the Commission on November 30, 2007,<sup>36</sup> Tribune received seven waivers to allow its subsidiaries to continue to hold certain clusters of media properties in six markets. These are as follows:

1. A “temporary” waiver of the Commission’s newspaper/broadcast cross-ownership rule to own WPIX(TV) and *Newsday* in New York, New York<sup>37</sup>;
2. A “temporary” waiver of the newspaper/broadcast cross-ownership rule to own KTLA(TV) and the *Los Angeles Times* in Los Angeles, California;
3. A “temporary” waiver of the newspaper/broadcast cross-ownership rule to own WSFL-TV and the Ft. Lauderdale-based *Sun Sentinel* in Miami, Florida;
4. A “permanent” waiver of the newspaper/broadcast cross-ownership rule to own WGN, WGN-TV, and the *Chicago Tribune* in Chicago, Illinois;
5. A “temporary” waiver of the newspaper/broadcast cross-ownership rule to own WTIC-TV, WCCT-TV (formerly WTXX(TV)), and the *Hartford Courant* in Hartford, Connecticut;
6. A “permanent” “failing station” waiver of the Commission’s television local ownership or “duopoly” rule to own WTIC-TV and WCCT-TV (formerly WTXX(TV)) in Hartford, Connecticut; and
7. A “permanent” exemption from the Commission’s “duopoly” rule to permit operation of WTTK(TV), a full-power television station licensed to

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<sup>36</sup> *Shareholders of Tribune Co.*, *supra*, 22 FCC Rcd at 21281.

<sup>37</sup> See description *supra* at 3-4. As the result of a July 2008 transaction, Tribune retains an approximate 3% indirect equity interest in the parent company of the publisher of *Newsday*.

Kokomo, Indiana, as a “satellite” rebroadcasting the programming of WTTV(TV), Bloomington, Indiana.

As described in Attachment F, Tribune is submitting, as part of this amendment to the Exit Applications, supplements to its requests for waiver of the Commission’s broadcast ownership rules to continue ownership and operation of these combinations.

**ATTACHMENT E: OTHER ATTRIBUTABLE INTERESTS OF ASSIGNEES  
AND PARTIES TO THE APPLICATION**

The parties to this application will have attributable ownership interests in the broadcast stations controlled by Tribune Company, as listed in Attachment A, *supra*.

KWGN Inc., licensee of KWGN-TV, Denver, Colorado, and Community Television of Colorado License, LLC, licensee of KDVR(TV), Denver, Colorado, are parties to an attributable Local Marketing Agreement for television station KWGN-TV, Denver, Colorado. KPLR, Inc., licensee of KPLR-TV, St. Louis, Missouri, and Community Television of Missouri License, LLC, licensee of KTVI(TV), St. Louis, Missouri, are parties to an attributable Local Marketing Agreement for television station KPLR(TV), St. Louis, Missouri. In each instance, services are provided to the Tribune entity.

The following wholly owned direct or indirect subsidiaries of Tribune Company also hold attributable interests in daily newspapers of general circulation located in the same market as Tribune broadcast stations:

- Tribune ND, Inc., holder of an approximate 3% indirect equity interest in Newsday, LLC, publisher of *Newsday*, Long Island, New York;
- Los Angeles Times Communications LLC, publisher of the *Los Angeles Times*, Los Angeles, California;
- Chicago Tribune Company, publisher of the *Chicago Tribune*, Chicago, Illinois;
- Sun-Sentinel Company, publisher of the Ft. Lauderdale-based *Sun Sentinel*;
- The Hartford Courant Company, publisher of the *Hartford Courant*, Hartford, Connecticut.

The following officers and directors of the above-listed Tribune Broadcast Station Licensees also hold positions as an officer and/or director of one or more of the Tribune publishing subsidiaries listed above:

- Donald J. Liebentritt, Vice President of each of the Tribune Broadcast Station Licensees and Director of each of the Tribune Broadcast Station Licensees (with the exception of WDCW Broadcasting, Inc., Tribune Television Northwest, Inc., and WPIX, Inc.), is a Vice President and a Director of each of Tribune's above-listed publishing subsidiaries.
- David P. Eldersveld, Secretary and a Director of each of the Tribune Broadcast Station Licensees, is also Secretary and a Director of each of Tribune's above-listed publishing companies.

- Each of Patrick M. Shanahan, and Brian F. Litman, Assistant Treasurers of each of the Tribune Broadcast Station Licensees, serves as an Assistant Treasurer of each of the above-listed Tribune publishing companies.
- Jack Rodden, Assistant Treasurer of each of the Tribune broadcast station licensees, serves as Assistant Treasurer of each of the above-listed Tribune Publishing Companies, except Tribune, ND, Inc., of which he is Treasurer.
- Chandler Bigelow III, Assistant Treasurer of each of the Tribune Broadcast Station Licensees, serves as Assistant Treasurer of each of the above-listed Tribune publishing companies except Tribune ND, Inc., of which he is President.
- Daniel G. Kazan, a Director of each of the Tribune Broadcast Station Licensees, is also a Director of each of the above-listed Tribune publishing companies.
- Howard Greenberg, Vice President of Channel 39, Inc. (licensee of WSFL-TV, Miami, Florida) serves as President and CEO of Sun-Sentinel Company.
- Richard J. Graziano, Senior Vice President of Tribune Television Company (licensee of WTIC-TV, Hartford, Connecticut) and Vice President of WCCT, Inc. (licensee of WCCT-TV, Waterbury, Connecticut) serves as President, Publisher, and CEO of The Hartford Courant Company.

Accordingly, each of the above-listed individuals, by reason of his position(s) as an officer and/or director of one or more of the Tribune Broadcast Station Licensees and as an officer and/or director of one or more of the Tribune publishing companies described above, holds a cognizable interest in both a Tribune daily newspaper, on the one hand, and a Tribune radio and/or television station, on the other. (See Attachment D (Other Attributable Interests of Tribune) for an explanation of these ownership combinations).

Samuel Zell and William C. Pate, each a Director of Tribune Company, hold an attributable interest in radio broadcast station WBEB(FM), Philadelphia, Pennsylvania (FCC Id. No. 71382), through an indirect investment in Jerry Lee Broadcasting, LLC, the licensee.

Oaktree Capital Group Holdings GP, LLC (“Oaktree GP LLC”), through certain affiliated funds, controls Townsquare Media, LLC (“Townsquare”), the indirect parent of the licensees of the broadcast stations listed below.

Call Sign	Community of License	Facility ID
KEAN-FM	Abilene, TX	54904
KEYJ-FM	Abilene, TX	17804
KFGL(FM)	Abilene, TX	73681
KSLI(AM)	Abilene, TX	54843
KULL(FM)	Abilene, TX	22158
KYYW(AM)	Abilene, TX	40997

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KATP(FM)	Amarillo, TX	41433
KIXZ(AM)	Amarillo, TX	9308
KXSS-FM	Amarillo, TX	9306
KMXJ-FM	Amarillo, TX	31463
KPRF(FM)	Amarillo, TX	9307
KHLA(FM)	Jennings, LA	8169
KLCL(AM)	Lake Charles, LA	53646
KJMH(FM)	Lake Arthur, LA	22962
KNGT(FM)	Lake Charles, LA	53643
KJEF(AM)	Jennings, LA	8168
KTSR(FM)	De Quincy, LA	71555
KJEF-CA	Jennings, LA	8170
KLAW(FM)	Lawton, OK	35045
KVRW(FM)	Lawton, OK	2894
KZCD(FM)	Lawton, OK	12791
KFMX-FM	Lubbock, TX	60799
KFYO(AM)	Lubbock, TX	61151
KKAM(AM)	Lubbock, TX	60798
KKCL(FM)	Lorenzo, TX	1721
KQBR(FM)	Lubbock, TX	60800
KZII-FM	Lubbock, TX	61150
KVLL-FM	Wells, TX	68130
KYKS(FM)	Lufkin, TX	25582
KAFF-FM	Diboll, TX	18105
KSFA(AM)	Nacogdoches, TX	11741
KTBQ(FM)	Nacogdoches, TX	11740
KEEL(AM)	Shreveport, LA	46983
KXKS-FM	Shreveport, LA	46982
KRUF(FM)	Shreveport, LA	60265
KVKI-FM	Shreveport, LA	19560
KWKH(AM)	Shreveport, LA	60266
KTUX(FM)	Carthage, TX	35688
KKYR-FM	Texarkana, TX	7066
KOSY(AM)	Texarkana, AR	7072
KPWW(FM)	Hooks, TX	65292
KYGL(FM)	Texarkana, AR	12312
KMJI(FM)	Ashdown, AR	7828
KISX(FM)	Whitehouse, TX	72661
KNUE(FM)	Tyler, TX	25585
KTYL-FM	Tyler, TX	35711
KKTX-FM	Kilgore, TX	48952
KDOK(AM)	Kilgore, TX	48950
KIXS(FM)	Victoria, TX	25584
KLUB(FM)	Bloomington, TX	68301
KQVT(FM)	Victoria, TX	19434

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KBZS(FM)	Wichita Falls, TX	52074
KNIN-FM	Wichita Falls, TX	43754
KWFS(AM)	Wichita Falls, TX	6639
KWFS-FM	Wichita Falls, TX	1722
KMHK(FM)	Billings, MT	35370
KBUL(AM)	Billings, MT	16772
KCTR-FM	Billings, MT	16773
KKBR(FM)	Billings, MT	16774
KCHH(FM)	Worden, MT	1315
K236AB(FX)	Billings, MT	1316
KZMY(FM)	Bozeman, MT	72722
KISN(FM)	Belgrade, MT	24172
KMMS-FM	Bozeman, MT	24171
KMMS(AM)	Bozeman, MT	24170
KPRK(AM)	Livingston, MT	37816
KXLB(FM)	Livingston, MT	30566
K254AL(FX)	Livingston, MT	11009
KKTL(AM)	Casper, WY	86873
KRNK(FM)	Casper, WY	7360
KRVK(FM)	Vista West, WY	88406
KTRS-FM	Casper, WY	26301
KTWO(AM)	Casper, WY	11924
KWYY(FM)	Midwest, WY	26300
KIGN(FM)	Burns, WY	56234
KGAB(AM)	Orchard Valley, WY	30224
KLEN(FM)	Cheyenne, WY	5991
KKCB(FM)	Duluth, MN	49686
KLDJ(FM)	Duluth, MN	53999
WEBC(AM)	Duluth, MN	49689
KBMX(FM)	Proctor, MN	4588
KCGY(FM)	Laramie, WY	14753
KOWB(AM)	Laramie, WY	24700
KYSS-FM	Missoula, MT	71759
KGVO(AM)	Missoula, MT	71751
KMPT(AM)	East Missoula, MT	71754
KBAZ(FM)	Hamilton, MT	4700
KLYQ(AM)	Hamilton, MT	4699
KGVO-FM	Frenchtown, MT	166027
KENR(FM)	Superior, MT	88404
K252BM(FX)	Seeley Lake, MT	22911
KENR-FM1(FB)	Missoula, MT	133545
KSEN(AM)	Shelby, MT	67655
KZIN-FM	Shelby, MT	68295
KEYW(FM)	Pasco, WA	68846
KFLD(AM)	Pasco, WA	16725

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KOLW(FM)	Basin City, WA	51128
KORD-FM	Richland, WA	16726
KXRX(FM)	Walla Walla, WA	16727
KEZJ-FM	Twin Falls, ID	3403
KLIX(AM)	Twin Falls, ID	3404
KLIX-FM	Twin Falls, ID	3407
KSNQ(FM)	Twin Falls, ID	87843
KDBL(FM)	Toppenish, WA	64507
KATS(FM)	Yakima, WA	64397
KFFM(FM)	Yakima, WA	49723
KIT(AM)	Yakima, WA	64398
KIT-FM	Naches, WA	88006
KUTI(AM)	Yakima, WA	49722
K232CV(FX)	Ellensburg, WA	64360
WCRZ(FM)	Flint, MI	20446
WFNT(AM)	Flint, MI	20447
WLCO(AM)	Lapeer, MI	14225
WQUS(FM)	Lapeer, MI	14224
WRCL(FM)	Frankenmuth, MI	78673
WWBN(FM)	Tuscola, MI	20448
WBKR(FM)	Owensboro, KY	67778
WDKS(FM)	Newburgh, IN	48710
WGBF(AM)	Evansville, IN	660
WGBF-FM	Henderson, KY	659
WJLT(FM)	Evansville, IN	36946
WKDQ(FM)	Henderson, KY	6871
WOMI(AM)	Owensboro, KY	67777
WQSH(FM)	Malta, NY	6613
W256BU(FX)	Albany, NY	138552
WGNA-FM	Albany, NY	72118
WQBJ(FM)	Cobleskill, NY	40769
WQBK-FM	Rensselaer, NY	40767
WTMM-FM	Mechanicville, NY	22004
KPEL-FM	Breaux Bridge, LA	59288
KHXT(FM)	Erath, LA	54650
KMDL(FM)	Kaplan, LA	59289
KPEL(AM)	Lafayette, LA	12682
KROF(AM)	Abbeville, LA	275
KTDY(FM)	Lafayette, LA	12674
WFGR(FM)	Grand Rapids, MI	25837
WGRD-FM	Grand Rapids, MI	55650
WLHT-FM	Grand Rapids, MI	37457
WNWZ(AM)	Grand Rapids, MI	55648
WTRV(FM)	Walker, MI	72529
KKPL(FM)	Cheyenne, WY	54394

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KMAX-FM	Wellington, CO	84497
KTRR(FM)	Loveland, CO	50375
KUAD-FM	Windsor, CO	49538
WFYR(FM)	Elmwood, IL	72080
WGLO(FM)	Pekin, IL	68622
WIXO(FM)	Peoria, IL	9894
WVEL(AM)	Pekin, IL	68623
WZPW(FM)	Peoria, IL	3464
KLZZ(FM)	Waite Park, MN	60492
KMXK(FM)	Cold Springs, MN	73146
KXSS(AM)	Waite Park, MN	60493
KZRV(FM)	Sartell, MN	59149
WJON(AM)	St. Cloud, MN	73144
WWJO(FM)	St. Cloud, MN	73145
WBNQ(FM)	Bloomington, IL	68588
WBWN(FM)	Leroy, IL	40906
WJBC(AM)	Bloomington, IL	5876
WJEZ(FM)	Dwight, IL	19211
WJBC-FM	Pontiac, IL	37818
WFRG-FM	Utica, NY	50362
WIBX(AM)	Utica, NY	168
WLZW(FM)	Utica, NY	169
WODZ-FM	Rome, NY	72068
WBLK(FM)	Depew, NY	71215
WBUF(FM)	Buffalo, NY	53699
WJYE(FM)	Buffalo, NY	1915
WYRK(FM)	Buffalo, NY	1908
KLAQ(FM)	El Paso, TX	48670
KROD(AM)	El Paso, TX	14908
KSII(FM)	El Paso, TX	36949
WENJ-FM	Millville, NJ	72981
WENJ(AM) <sup>1</sup>	Atlantic City, NJ	10448
WFPG(FM)	Atlantic City, NJ	10449
WPUR(FM)	Atlantic City, NJ	54894
WKXW(FM)	Trenton, NJ	53458

<sup>1</sup> As explained in the ex parte letter filed on behalf of Oaktree with the FCC on June 21, 2011 in the above-referenced proceeding (i.e., MB Docket No. 10-104), Oaktree's acquisition of indirect ownership interests in Stations WENJ-FM, Millville, New Jersey, WENJ(AM), Atlantic City, New Jersey, WFPG(FM), Atlantic City, New Jersey, WPUR(FM), Atlantic City, New Jersey, WKXW(FM), Trenton, New Jersey, WSJO(FM), Egg Harbor City, New Jersey, WADB(AM), Asbury Park, New Jersey, WCHR-FM, Manahawkin, New Jersey, WJLK(FM), Asbury, Park, New Jersey, WOBN(AM), Lakewood Township, New Jersey, and WOBN-FM, Toms River, New Jersey, complies with the FCC's radio/television cross-ownership rule taking into account Oaktree's proposed attributable interest in Reorganized Tribune Stations WPIX, New York, New York, and WPHL-TV, Philadelphia, Pennsylvania. See FCC File No. BTC-20110510ADX.



<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
WSJO(FM)	Egg Harbor City, NJ	57357
WADB(AM)	Asbury Park, NJ	14895
WCHR-FM	Manahawkin, NJ	24934
WJLK(FM)	Asbury Park, NJ	14907
WOBM(AM)	Lakewood Township, NJ	49295
WOBM-FM	Toms River, NJ	59508
WCHN(AM)	Norwich, NY	13826
WDHI(FM)	Delhi, NY	16442
WBKT(FM)	Norwich, NY	73139
WDLA-FM	Walton, NY	16444
WDLA(AM)	Walton, NY	16443
WIYN(FM)	Deposit, NY	16441
WZOZ(FM)	Oneonta, NY	66664
WKXZ(FM)	Norwich, NY	13824
WDOS(AM)	Oneonta, NY	68738
WSRK(FM)	Oneonta, NY	68737
WTBD-FM	Delhi, NY	164165
W232AS(FX)	Oneonta, NY	13823
W232AT(FX)	Norwich, NY	13825
W257BE(FX)	Hamilton, NY	79260
KMCM(FM)	Odessa, TX	65306
KQRX(FM)	Midland, TX	67026
KHKX(FM)	Odessa, TX	67368
KKCN(FM)	Ballinger, TX	10024
KKCN-FM1	San Angelo, TX	124900
KGKL(AM)	San Angelo, TX	34464
KGKL-FM	San Angelo, TX	34465
KELI(FM)	San Angelo, TX	18180
KNRX(FM)	Sterling City, TX	37084
KNRX-FM1	San Angelo, TX	124901
KHMO(AM)	Hannibal, MO	5205
KICK-FM	Palmyra, MO	5203
WLIQ(AM)	Quincy, IL	52576
KRRY(FM)	Canton, MO	6807
KSDL(FM)	Sedalia, MO	5206
KSIS(AM)	Sedalia, MO	5202
KXXK(FM)	Knob Noster, MO	5204

A subsidiary of Oaktree GP LLC, Townsquare Media Victoria, LLC (the parent of the licensee of KIXS, KLUB, and KQVT and a subsidiary of Townsquare) is

programming KTXN-FM, Victoria, TX (FIN: 13984) pursuant to a local marketing agreement.<sup>2</sup>

Oaktree GP LLC, through certain affiliated funds, holds approximately 25.84% of the capital stock of Liberman Broadcasting, Inc. (“LBI”) and has the right to appoint a member to the Board of Directors of LBI. Oaktree GP LLC has exercised that right by appointing Mr. Bruce Karsh, one of its five members, to LBI’s Board. LBI is the ultimate parent entity of the licensees/permittees of the broadcast stations listed below. At or prior to the consummation of the transactions contemplated by this application, Mr. Karsh will resign from his membership on LBI’s Board of Directors and Oaktree GP LLC will relinquish its right to appoint a member to LBI’s Board of Directors. Because LBI is controlled by a single majority shareholder, when Mr. Karsh resigns and Oaktree GP LLC relinquishes its right to appoint a member to LBI’s Board of Directors, Oaktree GP LLC’s interests in LBI no longer will be attributable. The stations in which LBI holds an attributable interest are:

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KVNR(AM)	Santa Ana, CA	37223
KWIZ(FM)	Santa Ana, CA	37225
KBUA(FM)	San Fernando, CA	10097
KBUA-FM1	Valencia & Newhall, CA	10098
KHJ(AM)	Los Angeles, CA	37224
KBUE(FM)	Long Beach, CA	34386
KEBN(FM)	Garden Grove, CA	50513
KRQB(FM)	San Jacinto, CA	25809
KNTE-FM <sup>3</sup>	El Campo, TX	36507
KJOJ(AM) <sup>4</sup>	Conroe, TX	20625
KJOJ-FM	Freeport, TX	69565
KQQK(FM)	Beaumont, TX	19087
KQUE(AM)	Houston, TX	65309
KTJM(FM)	Port Arthur, TX	20489

<sup>2</sup> Applications were filed on March 14, 2012 seeking FCC consent to the assignment of the licenses for the following stations to subsidiaries of Townsquare: KMGV(FM), Fresno, CA (Facility ID No. 18409); KMJ(AM), Fresno, CA (Facility ID No. 26923); KMJ-FM, Fresno, CA (Facility ID No. 26933); KSKS(FM), Fresno, CA (Facility ID No. 26924); KWYE(FM), Fresno, CA (Facility ID No. 18406); KAWO(FM), Boise, ID (Facility ID No. 63916); KCIX(FM), Garden City, ID (Facility ID No. 13750); KFXD(AM), Boise, ID (Facility ID No. 63915); KIDO(AM), Nampa, ID (Facility ID No. 17396); KSAS-FM, Caldwell, ID (Facility ID No. 63920); KXLT-FM, Eagle, ID (Facility ID No. 18049). See FCC File Nos. BALH-20120314AAZ and BALH-20120314AAT.

<sup>3</sup> On January 17, 2012, Liberman Broadcasting of Houston License, LLC filed an application to assign the station license of KNTE-FM to KSJB Educational Foundation. See File No. BALH - 20120117ADN. This application remains pending.

<sup>4</sup> On January 19, 2012, Liberman Broadcasting of Houston License, LLC filed an application to assign the station license of KNTE-FM to Daij Media LLC. See File No. BALH – 20120119ACT. This application remains pending.

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
KXGJ(FM)	Bay City, TX	2131
KEYH(AM)	Houston, TX	2911
KZJL(TV)	Houston, TX	69531
KRCA(TV)	Riverside, CA	22161
KRCA1 (TVB)	Hesperia/ Pearblossom, CA	130271
KETD(TV)	Castle Rock, CO	37101
KSDX-LD	San Diego, CA	168576
KPNZ(TV)	Ogden, UT	77512
KVPA-LD	Phoenix, AZ	33773
WASA-LD	Port Jervis, NY	167320
KMPX(TV)	Decatur, TX	73701
KNOR(FM)	Krum, TX	36289
KTCY(FM)	Azle, TX	28122
KBOC(FM)	Bridgeport, TX	64694
KZZA(FM)	Muenster, TX	23017
KZMP(AM)	University Park, TX	63551
KZMP-FM	Pilot Point, TX	15854
WESV-LD	Chicago, IL	68043

LB1 also is the ultimate parent of the proposed assignee of WVFW-LD, Miami, FL (FIN: 6040) (*see* File No. BALDTL - 20110805AAL). This application was granted on November 8, 2011, but the proposed assignment has not yet been consummated.

Howard Marks, Chairman of Oaktree AIF Investments, L.P., Co-President of Oaktree AIF Holdings, Inc., Limited Partner of Oaktree Capital Group Holdings, L.P., and Manager, Member and Chairman of Oaktree GP LLC, also is a member of the Board of Trustees of the University of Pennsylvania. The University of Pennsylvania is the licensee of the following noncommercial educational broadcast stations:

<b>Call Sign</b>	<b>Community of License</b>	<b>Facility ID</b>
WXPN(FM)	Philadelphia, PA	68229
WXPH(FM)	Middletown, PA	87834
W259AU(FX)	Harrisburg, PA	153367

Bruce Karsh, President of Oaktree AIF Investments, L.P., Co-President of Oaktree AIF Holdings, Inc., Limited Partner of Oaktree Capital Group Holdings, L.P., and Member, Manager and President of Oaktree GP LLC also is a member of the Board of Trustees of Duke University. Duke University is the licensee of noncommercial educational radio station WXDU(FM), Durham, NC, Facility ID: 17695.

John Frank, Managing Principal of Oaktree AIF Investments, L.P., Limited Partner of Oaktree Capital Group Holdings, L.P. and Member, Manager and Managing Principal of Oaktree GP LLC also is a member of the Board of Trustees of Wesleyan

University. Wesleyan University is the licensee of noncommercial educational radio station WESU(FM), Middletown, CT, Facility ID: 71537.<sup>5</sup>

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<sup>5</sup> By letter dated April 11, 2011, JPMorgan reported to the Commission that certain of its subsidiaries held greater than 5% of the Class B shares of MediaNews Group, Inc. ("MNG"), which publishes daily newspapers in certain markets in which subsidiaries of Tribune publish daily newspapers and/or operate broadcast stations. *See* Letter from Eve Klindera Reed to Marlene H. Dortch, MB Docket No. 10-104 (Apr. 11, 2011, re-filed June 1, 2011). As reported at the time, JPMorgan converted a sufficient number of its MNG Class B shares into Class C shares (which have voting rights only with respect to certain non-ordinary course corporate matters and are thus non-attributable), so that it held less than 5% of the Class B shares. *See id.* This confirms that JPMorgan's interest in MNG remains non-attributable. In an amendment filed June 10, 2010 (which supplemented Exhibit 12), JPMorgan also previously reported to the Commission that it and its subsidiaries together were the beneficial owners of more than a 5% voting stock interest in Gannett Company, Inc. ("Gannett"). As explained at the time, although JPMorgan's voting interest in Gannett exceeded 5%, the interest was non-attributable pursuant to the Commission's rules governing certain types of "passive" investors. *See* 47 C.F.R. § 73.3555, Notes 2(b) and 2(h). JPMorgan has since divested a sufficient number of Gannett's voting shares such that its interest now falls below 5%. Given these changes, the previously filed Supplement to Exhibit 12 is not being included as part of this amendment. JPMorgan will continue to monitor its position in Gannett and will notify the Commission in the event that it acquires additional Gannett voting shares that render its interest attributable pursuant to the standards set forth in the Commission's rules.

**ATTACHMENT F: REQUESTS FOR WAIVER OF THE COMMISSION'S  
OWNERSHIP RULES**

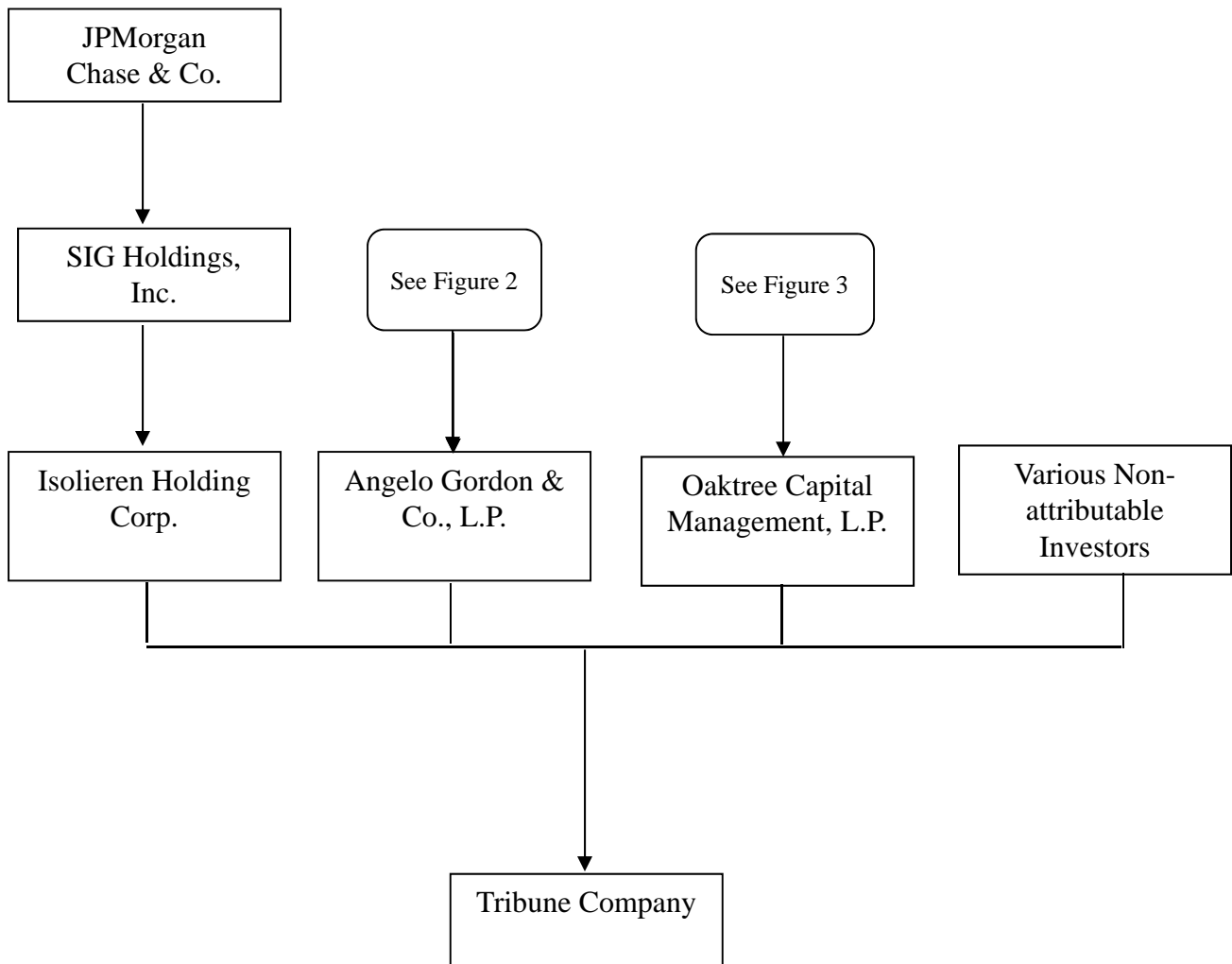
As described in Attachment D, Tribune, through its subsidiaries, holds seven media combinations in six markets pursuant to waivers previously granted by the Commission. The following is a list of the waivers sought by Tribune in connection with the Exit Applications, together with the Tribune broadcast license subsidiary (or subsidiaries) and broadcast station (or stations) for which the waiver is requested. A copy of each request, together with supporting documentation, has been filed with the Form 314 application for the station(s) to which it pertains and, in those instances in which the request pertains to more than one licensee subsidiary, the request was submitted with each applicable subsidiary listed below. This amendment provides additional supplementary information to update the waiver requests now on file.

1. WPIX, LLC (formerly WPIX, Inc.): Waiver of the Commission's newspaper/broadcast cross-ownership rule to own WPIX(TV) and an approximate 3% indirect equity interest in *Newsday*, Long Island, New York;
2. KTLA, LLC (formerly KTLA Inc.): Waiver of the newspaper/broadcast cross-ownership rule to own KTLA(TV) and the *Los Angeles Times* in Los Angeles, California;
3. WSFL, LLC (formerly Channel 39, Inc.): Waiver of the newspaper/broadcast cross-ownership rule to own WSFL-TV and the Ft. Lauderdale-based *Sun Sentinel* in Miami, Florida;
4. WGN Continental Broadcasting Company, LLC (formerly WGN Continental Broadcasting Company): Waiver of the newspaper/broadcast cross-ownership rule to own WGN, WGN-TV, and the *Chicago Tribune* in Chicago, Illinois;
5. WCCT, LLC (formerly WCCT, Inc. and formerly WTXN Inc.) (WCCT-TV (formerly WTXN(TV))) and WTIC, LLC (former licensee Tribune Television Company) (WTIC-TV): Waiver of the newspaper/broadcast cross-ownership rule to own WTIC-TV, WCCT-TV (formerly WTXN(TV)), and the *Hartford Courant* in Hartford, Connecticut;
6. WCCT, LLC (formerly WCCT, Inc. and formerly WTXN Inc.) (WCCT-TV (formerly WTXN(TV))) and WTIC, LLC (former licensee Tribune Television Company) (WTIC-TV): A "permanent" "failing station" waiver or a "failed station" waiver of the Commission's television local ownership or "duopoly" rule to own WTIC-TV and WCCT-TV (formerly WTXN(TV)) in Hartford, Connecticut; and
7. WTTV, LLC (former licensee Tribune Broadcast Holdings, Inc.) (WTTK(TV) and WTTV(TV)): Exemption from the Commission's "duopoly" rule to permit continued operation of WTTK(TV), a full-power television station licensed to Kokomo, Indiana, as a "satellite" rebroadcasting the programming of WTTV(TV), Bloomington, Indiana.

**ATTACHMENT G: DIAGRAM OF VERTICAL STRUCTURE OF  
REORGANIZED TRIBUNE**

- Figure 1: Vertical Structure of Reorganized Tribune and JPMorgan Chase & Co.
- Figure 2: Vertical Structure of Angelo Gordon
- Figure 3: Vertical Structure of Oaktree Capital Management
- Figure 4: Structure of Tribune Broadcast Licensees Prior to Emergence from Bankruptcy and Prior to Consummation of the Restructuring Applications.
- Figure 5: Structure of Tribune Broadcast Licensee Post Emergence, Reflecting the Consummation of the Restructuring Applications Prior to Emergence from Bankruptcy

Figure 1: Vertical Structure of Reorganized Tribune



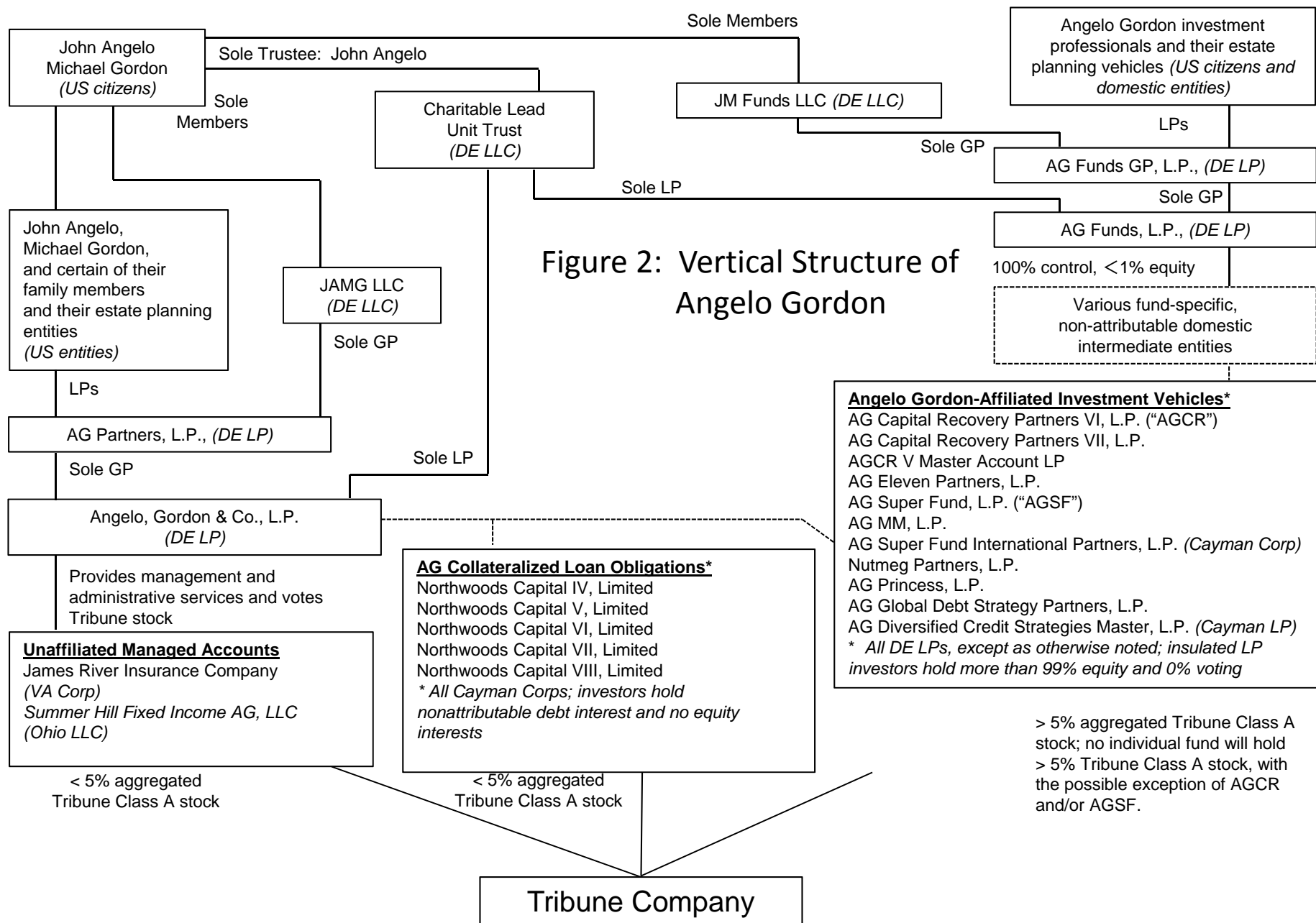




Figure 3: Vertical Structure of Oaktree Capital Management

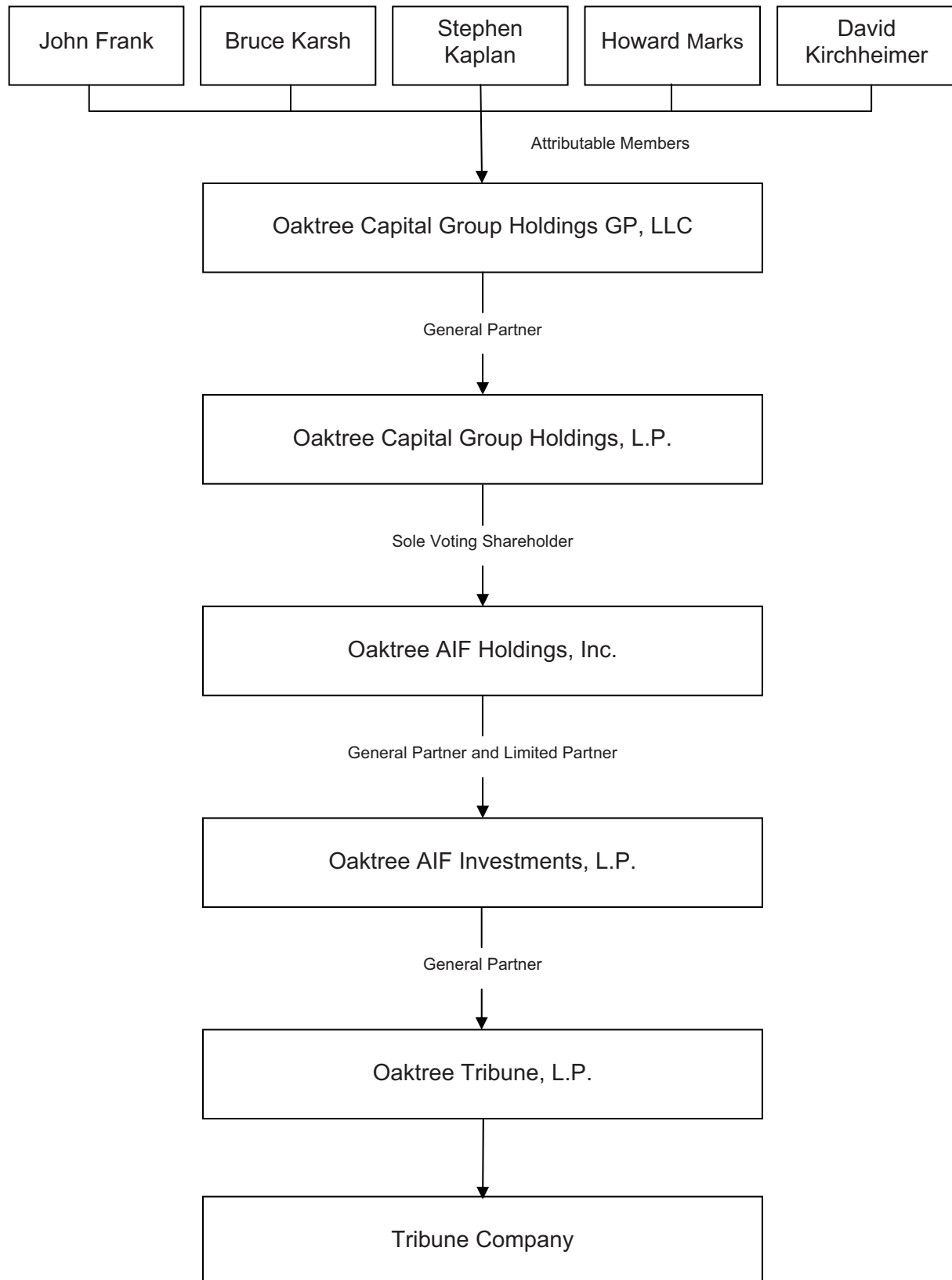


FIGURE 4

Tribune's Broadcast Licensees  
Pre-Emergence and Prior to  
Consummation of Restructuring  
Transactions

(Each licensee is a debtor-in-  
possession.)

**Legend**

Represents LLC

Corporation  
Converted to LLC

Entity Merged

Corporation Merged  
into LLC in lieu of  
Conversion

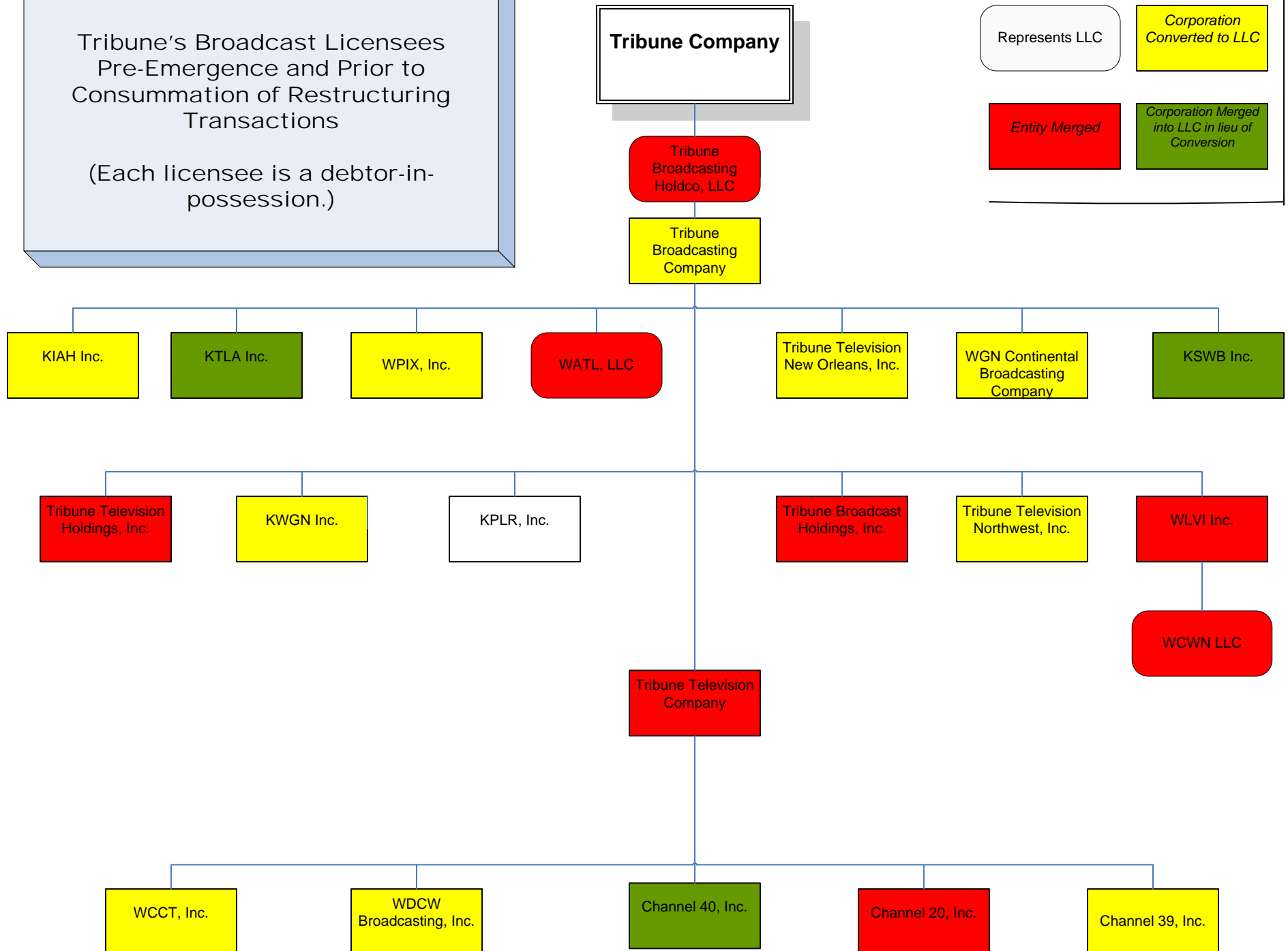


FIGURE 5

Tribune's Broadcast Licensees  
After Consummation of the  
Restructuring Transactions

(The licensees remain as  
debtors-in-possession until  
emergence from bankruptcy  
following grant of the Exit  
Applications)

**Legend**

Represents LLC

Survivor of  
Merger in lieu of  
Conversion

LLC Converted  
from a  
Corporation

New Entity

**Tribune Company**

Tribune  
Broadcasting  
Company, LLC

KPLR, Inc.

KTLA, LLC

KWGN, LLC

KIAH, LLC

WGN Continental  
Broadcasting  
Company, LLC

Tribune  
Broadcasting New  
Orleans, LLC

KSWB, LLC

WPIX, LLC

WDCW, LLC

WSFL, LLC

KTXL, LLC

WXMI, LLC

KDAF, LLC

WPHL, LLC

WPMT, LLC

KRCW, LLC

Tribune  
Broadcasting  
Hartford, LLC

Tribune  
Broadcasting  
Indianapolis, LLC

Tribune  
Broadcasting  
Seattle, LLC

WTIC, LLC

WCCT, LLC

WTTV, LLC

WXIN, LLC

KCPQ, LLC

KZJO, LLC

**ATTACHMENT H: DCL PLAN: PLAN OF REORGANIZATION OF TRIBUNE  
COMPANY AND SUBSIDIARIES**

A copy of the DCL Plan—the Third Amended Joint Plan of Reorganization as filed with the Bankruptcy Court on February 20, 2012—is included in the Form 314 application filed for WGN Continental Broadcasting Company, licensee of WGN(AM), and WGN-TV, Chicago, Illinois.